

NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-First (21st) Annual General Meeting (AGM) of the Shareholders of the Shriram Life Insurance Company Limited ("the Company") will be held on Friday, June 26, 2026 at Plot No. 31 & 32, 5th Floor, Ramky Selenium, Financial District, Gachibowli, Hyderabad – 500032 at 11:30 AM to transact the following business(es):

ORDINARY BUSINESS(ES):

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, comprising the Balance Sheet, the Revenue Account (Policyholders' Account), Profit and Loss Account (Shareholders' Account), Receipts and Payments Account (Cash Flow Statement), the Management Report together with the report of the Board of Directors and the Auditor's thereon.
- 2) To appoint a Director in the place of Ms. Akhila Srinivasan (DIN: 01193566) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in the place of Ms. Subhasri Sriram (DIN: 01998599) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS(ES):

- 4) **To consider and approve the appointment of Ms. Iné Van Heerden, (DIN: 11096196) as a Nominee Director of the Company.**

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Iné Van Heerden (DIN: 11096196) who was appointed as an Additional Director by the Board of Directors of the Company with effect from July 31, 2025 pursuant to the recommendation of the Nomination & Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whose appointment, the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Nominee Director of the Company on behalf of M/s. Sanlam Emerging Markets (Mauritius) Limited, liable to retire by rotation.

Shriram Life Insurance Company Limited

Plot No: 31 & 32, 5th & 6th floor Ramky Selenium,
Beside Andhra Bank Training Centre, Financial District,
Gachibowli, Hyderabad - 500 032, Telangana State
Phone: 91 40 2300 9400 (Board) Web: www.shriramlife.com
CIN : U66010TG2005PLC045616

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.

5) **To consider and approve the amendment to the Articles of Association (AOA) of the Company.**

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

(a) To insert a new Article 124A on Appointment of Nominee Director by Debenture Trustee:

“RESOLVED THAT pursuant to the provisions of regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment, or re-enactment thereof for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to approval of the Registrar of Companies, Hyderabad and subject to such other requisite approval(s), consent(s), permission(s) or sanction(s) as may be required, if any, in this regard from appropriate authorities, the consent of the members be and is hereby accorded to amend the Articles of Association of the Company by inserting new Article 124A on Appointment of Nominee Director by Debenture Trustee after the existing Article 124 as under:

Appointment of Nominee Director by Debenture Trustee:

“Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the Debenture Trustee to appoint a Nominee Director on the Board of the Company, in accordance with the Debenture Trust Deed and in terms of the Companies Act, 2013, Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021, in the event of:

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

Such Nominee Director may not be required to hold any qualification shares nor be liable to retire by rotation.

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The Debenture Trustee may have the right to remove such Nominee Director so appointed for any reason whatsoever, including in the case of death or resignation or vacation of office by the Nominee Director. The Debenture Trustee may also, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made after intimation in writing to the Company.”

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.

(b) To amend the existing Article 133 on Retirement of Directors by rotation:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment, or re-enactment thereof for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to approval of the Registrar of Companies, Hyderabad and subject to such other requisite approval(s), consent(s), permission(s) or sanction(s) as may be required, if any, in this regard from appropriate authorities, the consent of the members be and is hereby accorded to amend the Articles of Association of the Company by amending Article 133 on “Retirement of Directors by rotation” as under:

Retirement of Directors by rotation

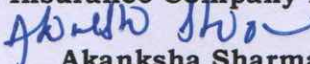
- a) At every Annual General Meeting, not less than two-third (2/3) of total number of directors shall be persons whose period of office is liable to determination by retirement of directors by rotation and one-third (1/3rd) of such of the directors shall retire from office; provided that, for the purpose of determining total number of Directors, the following shall not be included:
- (i) Independent Directors;
 - (ii) Managing Directors / Whole Time Directors; and
 - (iii) Additional Directors whose appointment is proposed to be regularised at the Annual General Meeting
- b) The Directors liable to retire by rotation shall be elected by the Shareholders of the Company in the general meeting.

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- c) The Directors liable to retire by rotation shall be eligible for re-election in the general meeting of the Shareholders

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and is hereby severally authorised on behalf of the Company to take all actions as they may deem expedient, including making necessary filing/intimation, if any, with the authorities and do all such acts, deeds and things as may be required or considered necessary.”

By Order of the Board
For Shriram Life Insurance Company Limited

Akanksha Sharma
Company Secretary
(M.No: 36153)

Place : Hyderabad
Date : 11.05.2026

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
3. Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the Company, signed by one of the Directors, Company Secretary or any other Authorised Signatory named in the resolution, authorizing their Representatives to attend and vote on their behalf at the meeting. This shall be deposited with the company as indicated in Sl. no '2' above.

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5. The Registers under the Companies Act, 2013 and relevant documents referred to in the Notice will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers and the documents will also be available for inspection by the members at the AGM.
6. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).

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**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Item No. 4

To consider and approve the appointment of Ms. Iné Van Heerden, (DIN: 11096196) as a Nominee Director of the Company.

Ms. Iné Van Heerden is the CFO for Sanlam Asia and is responsible for the financial management and oversight of the Sanlam Asia businesses including areas of corporate governance, risk and compliance. Ms. Iné obtained an Honours degree in Accounting from the University of Stellenbosch (2004), South Africa, and is a qualified Chartered Accountant with 20 years financial services experience. She joined Sanlam in March 2019 as the Head of Audit: Investments, Actuarial and Finance, leading assurance and consulting activities in areas including technical asset management, finance and actuarial advisory reviews across South Africa, the United Kingdom and Africa. Prior to joining Sanlam, Iné was an Associate Director at KPMG and her career included audit managerial roles in EY and First Rand Bank.

The Board in its meeting held on July 30, 2025 has appointed Ms. Iné Van Heerden as an Additional Director in the capacity of Non-Executive, Non-Independent Director liable to retire by rotation with effect from July 31, 2025, who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

The particulars of Ms. Iné Van Heerden qualification and directorships and memberships of other Board Committees, shareholding and other details as required under Secretarial Standards on General Meetings (SS-2) are furnished hereunder as Annexure I and in the Corporate Governance Report. Ms. Iné Van Heerden does not hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person.

The Board of Directors recommends the resolution set out at item No. 4 of the AGM notice to the members of the Company for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives except Ms. Iné Van Heerden are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 4 of this AGM notice except to the extent of their shareholding in the Company.

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Item No. 5

To consider and approve the amendment to the Articles of Association (AOA).

(a) To insert a new Article 124A on Appointment of Nominee Director by Debenture Trustee

The members are requested to note that the regulation 23 (6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") mandates that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board.

The members to further note that at the time of seeking approval from the Bombay Stock Exchange for listing of the Non-Convertible Debentures (NCDs) since the existing AOA of the Company did not contain any provisions with respect to the appointment of Nominee Director by the Debenture Trustee, the Company had undertaken to amend its Articles of Association within six months from the date of listing in compliance with the aforesaid regulatory requirements.

Considering the above, the Board of Directors of the Company at their meeting held on May 11, 2026, subject to the approval of the shareholders of the Company, inter alia approved the amendment to the AOA of the Company to include provisions for the appointment of Nominee Director by Debenture Trustee.

(b) To amend the existing Article 133 on Retirement of Directors by rotation:

The existing provisions of the Articles of Association ("AOA") of the Company relating to retirement of Directors by rotation provide that at every Annual General Meeting, one-third (1/3rd) of the total number of Directors liable to retire by rotation shall retire from office.

In order to further align the provisions of the AOA with the applicable legal framework and to provide greater specificity in the manner of determining the number of Directors liable to retire by rotation, it is proposed to amend the relevant Article to expressly set out the categories of Directors that shall be excluded for the purpose of such determination.

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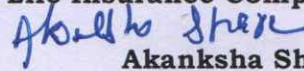
The proposed amendment is intended to reflect the applicable statutory requirements governing retirement of Directors by rotation and to ensure that the relevant provisions of the AOA operate in a manner consistent therewith.

Considering the above, the Board of Directors of the Company at their meeting held on May 11, 2026, subject to the approval of the shareholders of the Company, inter alia approved the amendment to the AOA of the Company to amend the provisions relating to retirement of Directors by rotation.

The Board of Directors recommends the resolution set out at item no. 5 of the AGM notice to the members of the Company for their consideration and approval, by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 5 of this AGM notice except to the extent of their shareholding in the Company.

**By Order of the Board
For Shriram Life Insurance Company Limited**



**Akanksha Sharma
Company Secretary
(M.No: 36153)**

**Place : Hyderabad
Date : 11.05.2026**

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Annexure I
BRIEF PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT/APPOINTMENT AT THE ANNUAL GENERAL MEETING AND OTHER DETAILS PURSUANT TO SECRETARIAL STANDARD-2

Name of the Director	Ms. Ine Van Heerden
Date of Birth	January 23, 1982
Age	44
Date of first appointment on the Board	July 31, 2025
Relationship with Directors and Key Managerial Personnel	None
Qualification(s)	B. Accounting Honors South African Chartered Accountant
Experience	Ms. Iné Van Heerden is the CFO for Sanlam Asia and is responsible for the financial management and oversight of the Sanlam Asia businesses including areas of corporate governance, risk and compliance. Ms. Iné obtained an honours degree in Accounting from the University of Stellenbosch (2004), South Africa, and is a qualified Chartered Accountant with 20 years financial services experience. She joined Sanlam in March 2019 as the Head of Audit: Investments, Actuarial and Finance, leading assurance and consulting activities in areas including technical asset management, finance and actuarial advisory reviews across South Africa, the United Kingdom and Africa. Prior to joining Sanlam, Iné was an associate director at KPMG and her career included audit managerial roles in EY and First Rand Bank.
Other Directorships	SANLAM EMERGING MARKETS SOUTH EAST ASIA SDN. BHD.
Membership/ Chairmanship of Committees of other Boards	None
Number of Meetings of the Board attended during the year	4
Number of equity shares held in the Company as at March 31, 2026	Nil
Remuneration Last drawn	Nil

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Name of the Director	Ms. Subhasri Sriram
Date of Birth	April 08, 1969
Age	57
Date of first appointment on the Board	February 09, 2023
Relationship with Directors and Key Managerial Personnel	None
Qualification(s)	Post Graduate in Commerce, Fellow Member of ICMAI & ICSI.
Experience	Ms. Subhasri is currently the MD & CEO of Shriram Capital (P) Limited, the holding company of the Shriram Group. A seasoned professional with over three decades of experience, including a significant tenure of 26 years within the Shriram Group's Financial Services business. For over 15 years, she has served as the Executive Director & CFO of a prominent listed Non-Banking Finance Company within the Group. Her expertise encompasses organizational restructuring, business process enhancement, and spearheading both equity and debt fundraising initiatives, as well as launching new ventures.
Other Directorships	<ol style="list-style-type: none"> 1. Shriram Capital Private Limited 2. TVS Electronics Limited 3. Shriram Asset Management Company Limited 4. EARLYSALARY Services Private Limited 5. Shriram Asset Reconstruction Private Limited 6. Social Worth Technologies Private Limited 7. TVS Capital Funds Private Limited 8. Shriram Credit Company Limited 9. Sananam Foundation
Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. TVS Electronics Limited <ol style="list-style-type: none"> (a) Nomination and Remuneration Committee (Member) (b) Audit Committee (Chairperson) 2. Shriram Asset Management Company Limited <ol style="list-style-type: none"> (a) Audit Committee (Member) (b) Risk Management Committee (Member) (c) Securities issue committee (Chairperson) (d) Finance and Investment Committee (Chairperson) (e) ESOP Allotment Committee (Chairperson) 3. Shriram Capital Private Limited <ol style="list-style-type: none"> (a) Finance Committee (Member) (b) Allotment Committee (Member) (c) Internal Complaints Committee (Member)

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	<p>4. Shriram Credit Company Limited</p> <p>(a) Audit Committee (Member)</p> <p>(b) Nomination and Remuneration Committee (Member)</p> <p>(c) Corporate Social Responsibility Committee (Member)</p> <p>(d) Finance Committee (Member)</p> <p>(e) Risk Management Committee (Member)</p> <p>(f) Asset Management Committee (Member)</p> <p>(g) Asset & Liability Management Committee (Member)</p> <p>5. Shriram Asset Reconstruction Private Limited</p> <p>(a) Nomination and Remuneration Committee (Member)</p> <p>(b) Corporate Social Responsibility Committee (Member)</p> <p>6. TVS Capital Funds Private Limited</p> <p>(a) Audit and Governance Committee (Member)</p>
Number of Meetings of the Board attended during the year	7
Number of equity shares held in the Company as at March 31, 2026	Nil
Remuneration Last drawn	Nil

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Name of the Director	Ms. Akhila Srinivasan
Date of Birth	October 11, 1960
Age	66
Date of first appointment on the Board	November 25, 2005
Relationship with Directors and Key Managerial Personnel	None
Qualification(s)	Doctorate Degree in the field of Economics
Experience	<p>Ms. Akhila Srinivasan has over 38 years of experience and is among the key Board Level Executives of the Shriram Group.</p> <p>She served as the Managing Director of two large entities of the Shriram Group-Shriram Investments Ltd. between the years 2000 & 2005 and Shriram Life Insurance Company Limited between 2006 & 2020.</p>
Other Directorships	Cancare Foundation Shriram Foundation Shriram Seva Sankalp Foundation Ved Vignan Maha Vidya Peeth
Membership/ Chairmanship of Committees of other Boards	None
Number of Meetings of the Board attended during the year	5
Number of equity shares held in the Company as at March 31, 2026	Nil
Remuneration Last drawn	Nil

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SHRIRAM LIFE INSURANCE COMPANY LIMITED

Plot No. 31 & 32, 5th Floor, Ramky Selenium, Financial District, Gachibowli,
Hyderabad – 500 032. Ph: +91 40 23009400, Web: www.ShriramLife.in,

CIN: U66010TG2005PLC045616

ATTENDANCE SLIP

21st Annual General Meeting, Friday, June 26, 2026 at 11.30 A.M.

Folio No. / DP ID Client ID No.	
Name of Member/Proxy/Authorised Representative	
No. of Shares held	

I certify that I am member(s)/proxy for the member(s) of the company.

I hereby record my presence at the **21st Annual General Meeting** of the Company being held on **Friday, June 26, 2026** at 11.30 A.M at **Plot No. 31 & 32, 5th Floor, Ramky Selenium, Financial District, Gachibowli, Hyderabad – 500 032.**

Signature of Member/Proxy/Authorised Representative

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the meeting venue.

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U66010TG2005PLC045616
Name of the company:	Shriram Life Insurance Company Limited
Registered office:	Plot No. 31 & 32, 5th Floor, Ramky Selenium, Financial District, Gachibowli, Hyderabad – 500 032. India.

Name of the member(s):
Registered address:
Email Id:
Folio No.

I / We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the registered office on Friday, June 26, 2026 at 11.30 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution (Please Tick [or X] against the box)

1.	2.	3.	4.	5.	6.
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Signed this _____ day of _____ 2026
Signature of shareholder _____
Signature of Proxy holder(s) _____

Affix Revenue Stamp

