



NOTICE OF THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the 6th Annual General Meeting (“AGM”) of the members of Shriram Housing Finance Limited, Corporate Identification Number – U65929TN2010PLC078004 will be held on Thursday, July 28, 2016 at 4:00 P.M at No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai - 600 004 to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company including the audited the Balance Sheet and the Statement of Profit & Loss Account for the financial year ended March 31, 2016, together with the Reports of the Board of Directors (“Board”) and Auditors thereon.

Item No. 2: Appointment of Director

To appoint a Director in place of Ms. Subhasri Sriram (DIN: 01998599), Director who retires by rotation under section 152 (6) of the Companies Act, 2013 and is eligible for re-appointment.

Item No. 3: Appointment of Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit and Risk Management Committee (“Committee”) of the Board of Directors of the Company (“Board”), M/s. Pijush Gupta & Co, Chartered Accountants, Kolkata having ICAI Firm Registration No: 309015E who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule, be and are hereby re-appointed as Auditors of the Company for the financial year, 2016-17, to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the next AGM on such remuneration in addition to reimbursement of out of pocket expenses and payment of applicable service tax as may be fixed by the Board as determined and recommended by the Committee in consultation with such Auditors and such remuneration may be paid on a progressive basis to be agreed between the said Auditors and the Board.”

SPECIAL BUSINESS:

Item No 4: Appointment of Director

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

“RESOLVED THAT Mr. G. S. Sundararajan (DIN: 00361030), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a Director, not be re-appointed.

RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned Meeting thereof.”

Item No. 5: Appointment of Mr. Khushru Burjor Jijina (DIN: 00209953) as a Non-Executive and Non Independent Director as per Section 161 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“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) , Articles of Association of the Company, Mr. Khushru Burjor Jijina (DIN: 00209953), who was appointed as an Additional Director of the Company with effect from January 21, 2016 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act proposing the candidature of Mr. Khushru Burjor Jijina (DIN: 00209953) for the office of Director be and is hereby appointed as a Non Executive, Non Independent Director of the Company liable to retire by rotation.

Item No. 6: Borrowing Powers under Section 180 (1) (c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the Special resolution passed at the Extra Ordinary General Meeting of the Company held on August 21, 2014 and pursuant to Sections 42, 62, 71 and 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and relevant Rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) applicable regulations of Securities & Exchange Board of India, National Housing Bank and any other applicable regulations, if any the consent of the Company be and is hereby accorded to the Board of Directors of the

Company (hereinafter called "Board", which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan, any other loan, financial assistance fund based or non fund based in whatever name called from bank(s), financial institution(s), bodies corporate(s), person(s) and by way of invitation, offer, issue and allotment of redeemable non convertible debentures, subordinated debts, securities, debt securities, bonds, convertible or non convertible or partly convertible, commercial papers in one or more tranches by public issue from any or all the Entity(ies) [the term "Entity" shall be deemed to include, individuals, persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs") Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), any person/institution as the Board may decide from time to time] separately or any combination thereof by any methods as the Board may decide including but limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document, any other document or otherwise and by way of acceptance of deposits from any or all of the Entity(ies) referred above, Directors of the Company and their relatives, shareholders, key managerial personnel and their relatives separately or any combination thereof and by way of any other permissible instruments or methods of borrowings on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts upto which the monies may be borrowed by the Board shall not at any time exceed ₹ 2,700 crores (Rupees Two thousand and Seven hundred crores only);

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities referred in aforesaid resolution and for reserving the aforesaid right."

Item No 7: Private Placement of Securities

To consider and if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 42, 71 and any other applicable provisions of the Companies Act, 2013, as amended from time to time (“Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (“SEBI Debt Regulations”) as amended from time to time, and the circulars and clarifications issued by National Housing Bank (“NHB”) from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “Board”, which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution), to make offer(s), invitation(s) to invite, offer, issue, allot secured or unsecured on a private placement basis, Redeemable Non-Convertible Debentures (“NCDs”), Subordinated Debts, Bonds, Commercial Papers or any other Debt Securities not exceeding ₹ 2,000 crores (Rupees Two thousand crores only) in one or more tranches during the period commencing from the date of this Annual General Meeting (“AGM”) hereof until the conclusion of the next AGM of the Company to the Qualified Institutional Buyers (“QIBs”), Foreign Institutional Investors (“FII”), Foreign Portfolio Investors (“FPIs”), banks, Financial Institutions (“FIs”), Mutual Funds (“MFs”), provident funds, gratuity funds, corporates and such other entities/ persons eligible to apply/subscribe the securities on such terms and conditions as may be decided by the Board, from time to time, determine and consider proper and most beneficial to the Company including and without limitation the time of issue, consideration for the issue, mode of payment, rate of interest, tenure and security cover thereof, utilisation of the proceeds of the issue .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company and/or any Committee, to give effect to the resolution.”

Item No 8: Creation of Security in respect of Borrowings

To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION.

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and

any other applicable laws to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution) to mortgage, pledge, hypothecate, lien, create charge, charge of any nature or otherwise of the Company's receivables, assets and properties in such form and manner and on such terms and at such time(s) as the Board, may deem fit on the movable and /or immovable properties/ assets of the Company, wherever situate, present and future, whether presently belonging to the Company or not (hereinafter referred together as "PROPERTY"), in favour of any person including but not limited to financial/investment institution(s), bank(s), insurance Company(ies), corporate body(ies), trust(s), trustee(s), mutual fund(s), any other fund(s), security holder(s), any lender(s) to the Company (hereinafter referred together as "LENDER") to secure any loan(s), security(ies), debenture(s), deposit(s), any other borrowing(s) or otherwise for finance, loan, credit facilities and financial assistance upto a sum not exceeding ₹ 2,700 Crores (Rupees Two thousand and Seven hundred Crores only) and to finalise the form, extent and manner of, and the documents and deeds, whichever applicable, for creating the appropriate charges on such PROPERTY(IES) of the Company on such terms and conditions as may be decided by the Board in consultation with the LENDER(S) and to sell/assign/securitize such PROPERTIES including receivables of Hypothecation/Hire Purchase/Lease/Loan agreements/contracts due or receivable from the hirer(s)/Lessee(s)/Loanee(s) /borrower(s)/Customer(s) of the Company from time to time provided that the aggregate amounts of such receivables for such transactions of sale/assignment/securitization shall not exceed ₹ 2,000 crores (Rupees Two hundred Crores only) and to finalise the form, extent and manner of, and to sign all such documents, deeds and writings for giving effect to the above Resolution."

Item No. 9: Alteration of Articles of Association

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Incorporation) Rules, 2014 including any statutory modification (s) or re-enactments thereof for the time being in force, all the regulations/clauses contained in the existing Articles of Association of the Company ("Existing Articles") be and are hereby approved to be replaced with the new set of regulations/clauses in the Articles of Association of the Company ("New Articles") in order to align the Articles with the provisions of the Act and in order to meet other requirements and the said New Articles be and hereby approved and adopted as Articles of Association of the Company in place of and in substitution of and to the entire exclusion of the Existing Articles to be binding on the members and others dealing with Company with effect from July 28, 2016, a copy of the same New Articles as placed before the members in the Annual General meeting.

RESOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions in connection with all such filings and registrations as may be required in relation to the aforesaid amendments to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By order of the Board of Directors
For Shriram Housing Finance Limited

Place: Chennai
Date: April 22, 2016

Sujan Sinha
Managing Director & CEO
(DIN: 02033322)

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 THE PROXY NEED NOT BE A MEMBER. A FORM OF PROXY IS ENCLOSED, AND IF INTENDED TO BE USED, SHOULD BE RETURNED TO THE COMPANY DULY COMPLETED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AFORESAID MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. (in case of corporate members only).
3. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the company of the Company during office hours on all working days, except Saturday and holidays, between 10.00 A.M. and 5.00 P.M up to the date of the Annual general meeting.
4. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the Company.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, is given below and forms part of this notice.

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

Item No: 4

In accordance of Section 152(6) of the Companies Act, 2013, Mr. G. S. Sundararajan (DIN: 00361030) will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Mr. G. S. Sundararajan is the Director of the Company. He does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company in order to focus on his new assignments. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7) (a) of the Companies Act, 2013, a resolution is proposed accordingly.

Except Mr. G. S. Sundararajan, none of the other Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no – 4.

Item No: 5

Mr. Khushru Burjor Jijina (DIN: 00209953) was appointed as an Additional Director by the Board in accordance with the Articles of Association and Section 161 of the Act with effect from January 21, 2016. As per Section 161 of the Act, Mr. Khushru Burjor Jijina holds office upto the date of the 6th AGM . The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000/- from a member under Section 160 of the Act signifying the candidature of Mr. Khushru Burjor Jijina to be appointed as a Non-Executive and Non Independent Director liable to retire by rotation. Mr. Khushru has consented to and declared as qualified for such appointment, if made. Mr. Khushru Burjor Jijina possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent, to appoint Mr. Khushru Burjor Jijina as a Non-Executive and Non Independent Director liable to retire by rotation. The profile and other directorships of Mr. Khushru Burjor Jijina are as under.

Brief profile:

Mr. Khushru Burjor Jijina is a Chartered Accountant with career spanning over 3 decades in the field of real estate, corporate finance and treasury management and has been with the Piramal Group (“PG”) for more than 15 years. Mr. Khushru Jijina is the Managing Director of Piramal Fund Management Private Limited (PFM), the largest real estate fund and investment management platform in India, overseeing the entire spectrum of activities ranging from origination, investments, asset management, exits and new fund raising performed by an 80+ member management team under his supervision. Apart from being a key man for PFM, Mr. Jijina also serves as Group Treasurer and the leads the Family Office for all proprietary investments. Prior to Piramal Fund Management Platform (“PFM”), Mr.

Jijina spearheaded PG's foray into real estate development as the Managing Director of Piramal Realty. He was an Executive Director in Piramal Sunteck Realty, where he was responsible for a portfolio of projects spanning Mumbai, Navi Mumbai, Nagpur, Jaipur and Oman and oversaw all aspects of their execution. He started his career with M/s Rallis India Ltd where he held several important positions in corporate finance over a span of 12 years.

The PFM platform, under his leadership, is organized around an integrated approach to real estate funding and is capable of catering to the entire capital stack i.e. early state private equity, structured / mezzanine equity, structured debt, senior secured debt, construction finance as well as bulk buying of individual residential units. PFM currently manages / advises an AUM of \$1.8bn in addition to a proprietary debt book with gross disbursements north of \$1.6bn. In 2014, PFM also formalized a \$0.5bn strategic JV with Canadian Pension Plan Investment Board (CPPIB) for high yield residential debt funding, the largest FDI investment into India since 2005.

PFM has been widely recognized for its many successes including being awarded the Firm of the Year – India as well as the Debt Fund Manager of the Year – Asia, by the PEI Global Private Equity Real Estate (PERE) awards and the 'Best Overall Investment Manager – India' by Euromoney in 2015. In addition PFM was also voted as the 'Best Domestic Fund House' by CNBC Awaaz in 2014.

Other Directorships:

Presently he serves on the Boards of Alpex Holdings Private Limited, Gerah Enterprises Private Limited, IndiaVenture Advisors Private Limited, Neelima Investment Private Limited, Nicholas Piramal Pharma Private Limited, PHL Fininvest Private Limited, Piramal Corporate Services Limited, Piramal Finance Private Limited, Piramal Fund Management Pvt. Ltd, Piramal Sunteck Realty Private Limited, Piramal Texturising Private Limited, Propiedades Realties Private Limited, Shriram City Union Finance Limited, Tarapur Infrastructure Private Limited, The Swastik Safe Deposit & Investments Limited, Vulcan Investments Private Limited, Piramal Assets Reconstruction Private Limited, PEL Asset Resurgence Advisory Private Limited and Silver Pearl Realty Private Limited.

Except Mr. Khushru Jijina, none of the other Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no – 5.

Item No: 6

Section 180 (1) (c) of the Act provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and /or to be obtained from Company's bankers in ordinary course of business) in excess of share capital and free reserves. At the Extra Ordinary General Meeting held on August 21, 2014, the Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of

₹ 2,700 crores apart from temporary loans obtained/to be obtained from the bankers (by way of cash credit limits and working capital demand loans) in the ordinary course of business. The expression temporary loans for this purpose means loans payable on demand or within six months from date of loan such as short term, cash credit arrangements, the discounting of bills, etc. In order to further expand the business and meet financial needs of the Company, money is required. In order to meet these requirements of money, borrowings are the source. In view of this, the borrowings by the Company will increase. The borrowings may be under different methods as felt appropriate by the Board including Public Issue of NCDs/Securities. SEBI Regulations & National Housing Bank Regulations may apply. As per Section 180 (1) (c) of the Act, the approval of Members is required to borrow funds exceeding aggregate of paid up capital and free reserves of the Company. The proposed borrowings remain at the amount of ₹ 2,700 crores, which is in excess of the limit set under Section 180 (1) (c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no – 6.

Item No: 7

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company it would require raising fresh funds and raising funds through private placement of different securities is one of the source. It is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis. Pursuant to Section 42, 71 and any other applicable provisions of the Act as amended read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. The NCDs are proposed to be issued at face value as may be permissible as per the applicable regulations and acceptable to the subscribers of the security. The securities are not proposed to be issued at premium.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no-7.

Item No: 8

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board / Committee of Directors of a Public Company shall not, except with the consent of the Company in the General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. "Undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total Income of the Company during the previous financial year. The expression "substantially the whole undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited Balance Sheet of the preceding financial year. The strategy of the Company is to grow business and growth in business requires funds/finance. In order to increase funds/finance, the Company would resort to borrowings from time to time for the purpose of its business by way of different types of loans, Debentures, Bonds, Securities, Deposits, financial assistance from various financial/investment institution(s), bank(s), insurance Company(ies), Corporate Body(ies), Mutual Fund(s), funds, Trustee(s), Trusts and other persons / investors apart from working Capital facilities from Banks in the ordinary course of business.

Further, the Company would also raise funds by securitizing/assigning the receivables/assets of the Company. Securitisation is the process by which financial assets such as loan receivables, mortgage backed receivables, hire-purchase debtors, lease receivables are transformed into securities. Therefore, securitisation would amount to selling down the assets/receivables of the Company for consideration. Assignment would require the assignment of receivables to the Assignee for a consideration. Section 180 (1) (a) of the Companies Act, 2013 requires that the Board of Directors shall exercise the power to sell the assets of the Company with the consent of the Company by a special resolution. In view of increased business of the Company which requires more funds, the Company may also raise funds through securitisation/assignment.

The proposed borrowings, if necessary, be secured. In case of securitization/assignments, it would require sale down or assign the assets/receivables of the Company. This would require securities to be given to the lenders, holders of securities, Trustees, Trusts on the assets, properties of the Company by creating mortgage, pledge, hypothecation, lien, charge of any nature or otherwise of the Company's assets and properties of the Company or by sale down of receivables/assets of the Company as the case may be. This in turn necessitates the enhanced creation of security by suitable modes of charges on all or some of the movable and/or immovable properties of the Company, both present and future in favour of the lenders/ trustees or sale down/assignment of the receivables/assets of the Company as the case may be. The documents to be executed between the Company and the lenders/security holders/trustees may contain a provision to take over the substantial assets of the Company in certain events.

The proposed resolution set out in this Notice seeks to authorise the Board/Committee of directors to mortgage and/or charge the assets and/or properties of the Company to secure loans, debentures, securities, bonds, financial assistance, credit facilities obtained/to be obtained, from lenders, security holders upto ₹ 2,700 Crores and to sale down /assign from time to time the receivables/assets of the Company for the purpose of securitisation/assignment not exceeding Rs. 2,000 Crores.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

It is recommended that the members pass the Resolution set out in item no-8.

Item No: 9

The Company's Articles of Association ("Existing Articles") was last amended in the EGM held on March 30, 2016. It is proposed to replace, substitute and to the entire exclusion of all the Articles of the Existing Articles with new set of Articles to form Articles of Association of the Company from the decided date ("New Articles"). Further, in order to have more ease in operations, few articles of the Existing Articles are required to be modified/changed/dropped.

The Existing Articles was approved by the members in their meeting held on April 3, 2012 in view of the Share Subscription Agreement ("SSA") dated March 30, 2012 entered among Shriram City Union Finance Limited ("SCUF"), promoters of Shriram Housing Finance Limited ("SHFL") and Valiant Mauritius Partners FDI Limited (Investors), whereby the investors agreed to acquire certain equity shares and warrants of the Company.

The New Articles shall be in place of and in substitution of and to the entire exclusion of the Existing Articles to be binding on the members and others dealing with Company with effect from July 28, 2016. As per Section 14 of the Act, any alteration in the Articles of Association of the Company requires approval of shareholders by way of special resolution. The Existing Articles along with New Articles are available to all the members of the Company for inspection at the Registered office of the Company on any working day from 10 a.m. to 4 p.m.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no-9.



CIN: U65929TN2010PLC078004
Regd Office : 123, Angappa Naicken Street, Chennai – 600 004 (TN)
Website : www.shriramhousing.in Email ID : sect@shriramhousing.in

ATTENDANCE SLIP

6th Annual General Meeting – July 28, 2016

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence for the Annual General Meeting of the Company at No. 144, Santhome High Road, Shriram City Business solutions Centre, Mylapore, Chennai, 600 004 on Thursday, July 28, 2016, at 04:00 P.M.

 Name of the Member/Proxy (In Block Letters) _____
 Signature of the Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting venue.



CIN: U65929TN2010PLC078004
Regd Office : 123, Angappa Naicken Street, Chennai – 600 004 (TN)
Website : www.shriramhousing.in Email ID : sect@shriramhousing.in

PROXY FORM

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

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: mailld:..... Signature:....., or failing him /her	2. Name: Address: E-mail Id:..... Signature:....., or failing him/her	3. Name: Address: E-mail Id:..... Signature:....., or failing him/her
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at No. 144, Santhome High Road, Shriram City Business solutions Centre, Mylapore, Chennai, 600 004 on Thursday, July 28, 2016 at 4:00 P. M. and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2016 Signature of Member

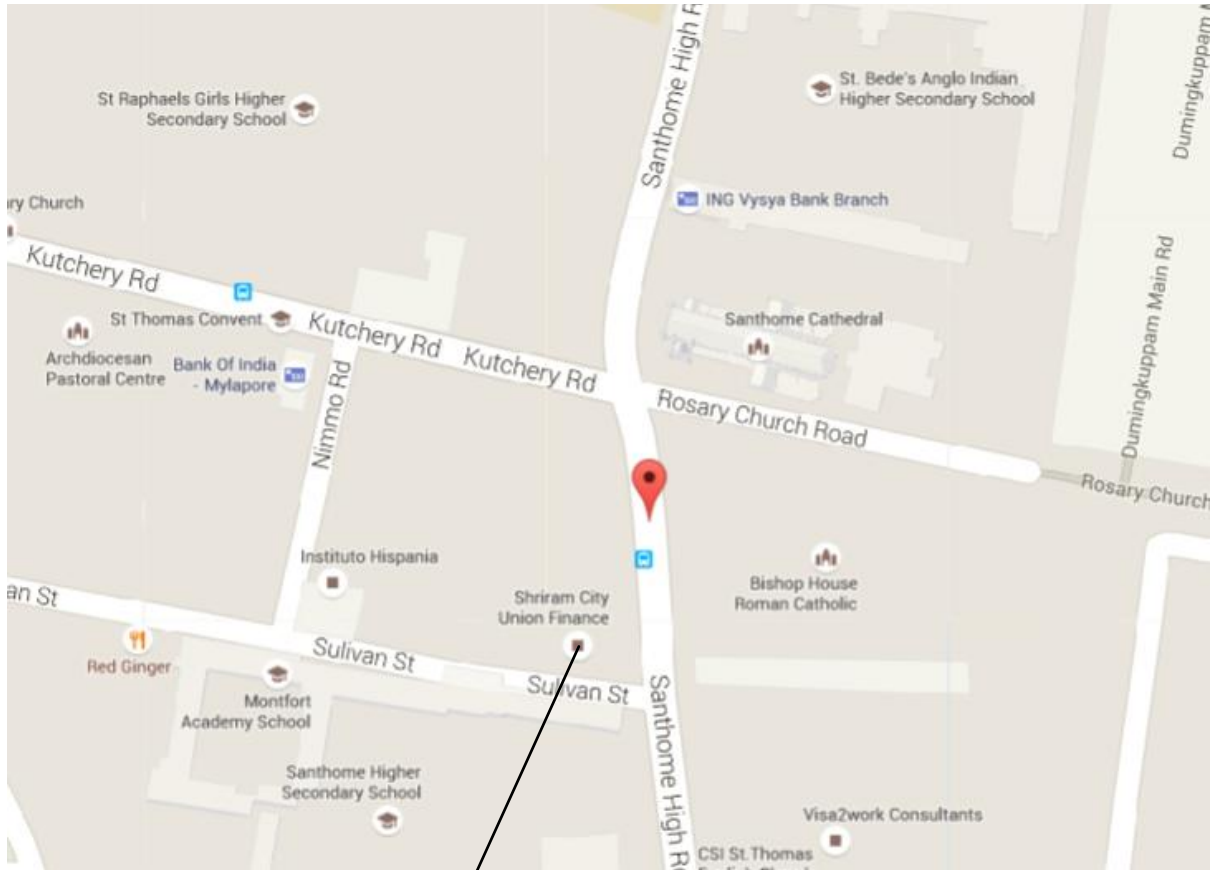
Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding the aforesaid Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the Annual General Meeting.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member (s) in above box before submission.

ROUTE MAP TO AGM VENUE



AGM Venue

**No. 144, Santhome High Road,
Shriram City Business Solutions Centre
Mylapore
Chennai - 600 004**

Landmark: Opp to Bishop House Santhome Cathedral