

## Notice of the 12<sup>th</sup> Annual General Meeting

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Shriram Housing Finance Limited (the “Company”), will be held at shorter notice on Tuesday, June 7, 2022 at 12.00 P.M. at 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004 to transact the following business:

### Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Srinivasa Chakravarti Yalamati (DIN: 00052308), who retires by rotation under the provisions of the Companies Act, 2013 and eligible, offer himself for re-appointment.
3. “RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013 read with guidelines no. RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 on appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (“RBI Guidelines”) issued by Reserve Bank of India, M/s. T. R. Chadha & Co. LLP., Chartered Accountants (Firm Registration No. 006711N/N500028), be and are hereby appointed as the Statutory Auditors of the Company for a period of three years till the conclusion of the 14<sup>th</sup> Annual General Meeting, 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 in consultation with such Auditors.”

### Special Business:

#### 4. Private Placement of Non-Convertible Debentures and / or other Debt Securities.

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

“RESOLVED THAT pursuant to provisions of the Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended time to time, and other applicable SEBI regulations and guidelines, and the circulars and clarifications issued by National Housing Bank (“NHB”) from time to time and subject to such other applicable laws, rules and regulations, approval of the



Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any duly constituted Committee of the Board), 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), for making offer(s) or invitation(s) to subscribe and to allot Secured / Unsecured / Redeemable / Non-Redeemable / Market Linked Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds, Commercial papers and / or other debt securities, etc., on a private placement basis, in one or more series / 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, Foreign Institutional Investors, Foreign Portfolio Investors, Banks, Mutual Funds, Provident Funds, Corporates and such other entities / persons eligible to apply / subscribe the securities on such terms and conditions as may be decided, from time to time, determine and consider proper and most beneficial to the Company for refinancing of existing debt within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do determine, negotiate, modify and finalize the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilization of issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.

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."

**5. Revision in remuneration of Mr. Subramanian Jambunathan (DIN: 00969478), Managing Director & CEO of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Article of Association of the Company and such other permissions, sanction(s) as may be required and as recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Subramanian Jambunathan, Managing Director & CEO of the Company (DIN - 00969478) w.e.f. April 1, 2022, as detailed below:



**A. Remuneration:**

- (i) Salary: INR 9,31,700/- per month;
- (ii) Special Allowance – INR 3,57,693/- per month.

**B. Perquisites:**

- (i) Housing – Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company, viz. 50% of the Salary per month;
- (ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary;
- (iii) Medical Reimbursement – Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family subject to a maximum of INR 34,939/- per annum;
- (iv) Reimbursement of personal motor vehicle(s) expenses, including maintenance, parking/toll charges as well as drivers' salary on Company's business on actual basis subject to a maximum of INR 11,18,040/- per annum;
- (v) Leave Travel Concession – for the Managing Director & CEO and family, subject to a maximum of INR 4,79,160/- per annum;
- (vi) Club Fees – Subscription limited to a maximum of two clubs. Reimbursement of actual fees. All official expense in connection with such membership incurred would be reimbursed by the Company;
- (vii) Expenditure on Business development would be on actual basis subject to a maximum of INR 5,80,760/- per annum;
- (viii) Free telephone at residence;
- (ix) Employees Stock Options – As may be decided by the NRC/Board of Directors from time to time according to the Employee Stock Option Schemes of the Company;
- (x) Leave as per the Company's Rules;
- (xi) Other Terms – As per the Company's Rules and as may be agreed to by the Board from time to time;
- (xii) Eligible for Variable Pay – As per the Company's Rules.



### **C. Other Applicable Terms:**

- (i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof;
- (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund – As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (iii) Gratuity - Not exceeding half a month's salary for each completed year of service;
- (iv) Encashment of leave at the end of the tenure - As per rules of the Company;
- (v) Group term life insurance premium of INR 7,128/- per annum;
- (vi) Health Insurance premium of INR 9,998/- per annum;
- (vii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act;

RESOLVED FURTHER THAT the approval of the Board be and is hereby accorded for payment of performance bonus of INR 25,00,000 to Mr. Subramanian Jambunathan, Managing Director & CEO of the Company for the financial year 2021-22.

RESOLVED FURTHER THAT except for the revision as stated above, all other terms and conditions of appointment, as approved earlier by the Members shall remain unaltered.

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 as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

### **6. Increase in the borrowing powers of the Company**

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

“RESOLVED THAT in supersession of the special resolution passed at the Annual General meeting held on July 12, 2018 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, consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors (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 Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency (i) by way of availing of long/short term loans and all kinds of financial assistance by all permissible methods, secured/ unsecured from banking companies, financial institutions, bodies corporate or any person(s), (ii) by way of issue of commercial papers, rupee denominated bonds/senior notes to eligible person(s), lenders, investor(s) (iii) by way of issue of redeemable nonconvertible debentures, subordinated debentures, bonds or any other security or instrument(s) on private placement basis as well as by way of public issue by issue of shelf-disclosure documents, prospectus, shelf prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, or (iv) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, 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, provided that the total amount borrowed and outstanding at any point of time shall not exceed 11,000 Crore (Rupees Eleven Thousand Crores only);

RESOLVED FURTHER THAT the Board or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or



approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. Creation of charge/providing security**

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

“RESOLVED THAT in supersession of the Special resolution passed at the Eighth Annual General Meeting of the Company held on July 12, 2018, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the immovable and movable properties, receivables of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) to secure the debentures, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding INR 13,750 Crore (Rupees Thirteen Thousand Seven Hundred and Fifty Crores only);

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties, receivables of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.”

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

**Puja Shah  
Company Secretary & Compliance Officer**

Date: June 3, 2022



**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special businesses to be transacted at Annual General Meeting (the “Meeting”) is annexed herewith.
2. The Notice of the Meeting is also posted on the website of the Company i.e. [www.shriramhousing.in](http://www.shriramhousing.in).
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of herself / himself and a proxy need not be a Member of the Company. The instrument appoint the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
4. 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. In case a proxy to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove her / his identity at the time of attending the Meeting.
5. 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.
6. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto.
7. 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.
8. Shareholders are requested to intimate changes in their address, if any, quoting the folio number / DP-ID and Client ID, to the Company.
9. All documents referred to in the Notice and in the accompanying explanatory statement are open for inspection in electronic mode at the Registered Office of the Company during office hours on all working days, except holidays, between 10.00 A.M. and 5.00 P.M. up to the date of the Annual General Meeting.





**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:****Item No.: 3**

The Members of the Company had appointed M/s. T. R. Chadha Co. LLP. ("TRC"), Chartered Accountants, Statutory Auditors of the Company in its Extra Ordinary General Meeting held on August 20, 2021 in view of casual vacancy arising out of resignation of M/s Piyush Gupta & Co. Chartered Accountants on account of applicability of new RBI guidelines on appointment of Auditors. Since as per the provisions of the Companies Act, 2013, the Statutory Auditor of the Company can only be appointed in the Annual General Meeting of the Company, need was felt to regularize the appointment of M/s T R Chadha & Co. LLP, Statutory Auditors of the Company in this Annual General Meeting of the Company.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit and Risk Management Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. T. R. Chadha Co. LLP., Chartered Accountants, as the Auditors of the Company for a period of three years till the conclusion of the 14<sup>th</sup> AGM at a remuneration as may be decided by the Board of Directors in consultation with the Auditors.

The Committee and Board considered various parameters like rendering services in the field of Statutory Audits, Investigations / Forensic Audit, Financial due diligence, Stock Audits, Operational Audits, Business advisory, Internal Audits, IS Audit, SOX Compliance, Risk Assessments, Domestic and International Taxation, GST Service, Inbound & Outbound Investment and FEMA Advisory services, Company Secretarial Services and other Services viz. Concurrent Audit, CSR Audit, Quality Audit, etc. The firm has cumulative 99 years of audit experience as Statutory Central / Branch Auditor of Commercial Banks (excluding RRBs) / AIFIs / NBFCs and Team TRC consists of 19 partners and over 600 employees with over 150 Chartered Accountants and other domain experts. Nation-wide they are spread across 10 different locations providing with a geographical advantage.

The Audit and Risk Management Committee and Board have confirmed that the auditor's Independence have been assessed and also there is no conflict of interest in terms of relevant regulatory provisions, standards and best practices.

Further, pursuant to the aforementioned Provisions / Guidelines / Circulars, TRC have confirmed their eligibility for the appointment as statutory auditors and has given their consent to act as the Auditors of the Company. Also, they have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the members of the Company.





**Item No.:4**

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company, it is proposed to raise funds by issue of securities namely, secured, Unsecured, Market Linked, redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds or any other Debt Securities on private placement basis.

As per the provision of the Section 42 and any other provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, a Company offering or making an invitation to subscribe to Secured / Unsecured / Redeemable / Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year, NCDs including subordinated debentures, bonds and / or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities and refinancing of the existing debt obligations of the Company.

The Board of Directors at their Meeting held on April 25, 2022, has considered the possibility of the Company being required to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing Annual General Meeting.

It is therefore, proposed to obtain an enabling approval of shareholders to offer or invite subscription for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with the authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security use of proceeds or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto and the Board in its absolute discretion deem fit. The Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as set out in Item No. 4 appended to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board accordingly, recommends the Special Resolution set out at Item No. 4 of accompanying Notice for the approval of the Members.



#### **Item No.: 5**

The Members of the Company at the Extra-Ordinary General Meeting held on December 18, 2018 had approved the appointment of Mr. Subramanian Jambunathan (DIN 00969478) as Managing Director & Chief Executive Officer of the Company with effect from November 20, 2018 for a period of five years.

Mr. Subramanian Jambunathan, aged 52 years old, is a Management Graduate from IIM – Bangalore. He has a total work experience of over two decades in the banking and financial services sector across organizations like HSBC, Citibank, ANZ Grindlays Bank and IBM–India (then TISL). He successfully led independent businesses with complete P&L accountability, over the more than 15 years. He has served in Senior Management roles in diverse functions ranging from business process reengineering to heading a business. He has been instrumental in building businesses in Assets, Credit Cards, consumer finance and Mortgages, rebuilding and reengineering debt management infrastructure and has also led branch banking teams. Mr. Subramanian joined the Shriram Group in the year 2010. His role as an Executive Director at Shriram City Union Finance Limited entails building and growing the lending business across all the retail lending products (SME, Business Loans, Personal Loans, Mortgages and other collateralised loans), pan India. He has attended all the Board Meetings held during the year. He is a director in Sothern Equipment Finance Limited, K. P. I. Teleservices Private Limited and Volkswagen Finance Private Limited.

The remuneration proposed to be paid to Mr. Subramanian Jambunathan is in accordance with the Section 196 and 197 read with Schedule V of the Act and requires the approval of the Members. The details of the proposed remuneration will be available for inspection by any Member of the Company without payment of fee at the Company's Registered Office during the business hours.

Except Mr. Subramanian Jambunathan, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors accordingly recommends Special Resolution set out at Item No.5 of the accompanying Notice for approval of the Members.

#### **Item No. 6**

Section 180(1) (c) of the Act, provides that the Board of Directors of a company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital, free reserves, and securities premium apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business. At the Annual General Meeting held on July 12, 2018, the shareholders of the Company had passed resolution authorizing the Board of Directors/ Committee of Directors to borrow upto a limit of `5,000 Crores (Rupees FiveThousand Crore only) 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. Increase in mobilization of funds is necessary for the Company's growing business. The Board of Directors therefore consider desirable to enhance the limit of borrowings to `11000 Crores (Rupees Eleven Thousand Crores only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commends passing of the resolution as set out in Item no. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

#### **Item No. 7**

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a company shall not except with the consent of the Company in General Meeting, by way of Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

Your Company would be borrowing monies from time to time for the purpose of its business by way of loans, debentures, bonds, commercial paper, hire purchase finance, lease portfolio management schemes and other financial assistance/credit facilities from various financial/investment institution(s), bank(s), mutual fund(s), insurance company(ies), corporate body(ies) and other persons/investors apart from the working capital facilities obtained/ to be obtained from banks in the ordinary course of business. This, in turn would necessitate further creation of security by way of mortgage and /or charges on all or some of the immovable and/or movable properties of the Company, both present and future in favour of the lenders/ trustees/agents. The resolution proposed at Item no.7 is to seek the permission of the members for empowering the Board/ Committee of Directors to create mortgage and/or charge up to an aggregate amount of INR 13,750 (Rupees Thirteen Thousand Seven Hundred and Fifty Crores only) on the immovable and /or movable properties of the Company to secure the loans, debentures, bonds, financial assistances / credit facilities obtained/to be obtained by the Company from the lenders of the Company.

The Board of Directors commends passing of the resolution as set out in Item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.



**Shriram Housing Finance Limited**

Registered Office: 123, Angappa Naicken Street, Chennai – 600 004  
CIN: U65929TN2010PLC078004 | Website: [www.shriramhousing.in](http://www.shriramhousing.in) | E-mail ID:  
sect@shriramhousing.in

**ATTENDANCE SLIP**  
**Annual General Meeting – (Day), (Date)**

*DP Id. / Client Id.		Name and Address of the registered Shareholder:
Regd. Folio No.		
No. of Share(s) held		

I / We hereby certify that I am / we are a Member / proxy for the Member of the Company.

I / We hereby record my / our presence for the Annual General Meeting of the Members of Shriram Housing Finance Limited held on Tuesday, June 7, 2022, at 12.00 p.m. at 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004.

\_\_\_\_\_  
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.



**Shriram Housing Finance Limited**

Registered Office: 123, Angappa Naicken Street, Chennai – 600 004 (TN)  
 CIN: U65929TN2010PLC078004 | Website: [www.shriramhousing.in](http://www.shriramhousing.in) | E-mail ID:  
 sect@shriramhousing.in

**Proxy Form No. MGT - 11**

[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  
 E-mail 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:....., 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 Solution Centre, Mylapore, Chennai - 600 004 on Tuesday, June 7, 2022 at 12.00 p.m. and at any adjournment thereof in respect of such resolution(s) as indicated below:

Resolution No. & Matter of Resolution	For	Against
1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.		
2. To appoint a Director in place of Mr. Srinivasa Chakravarti Yalamati (DIN: 00052308), who retires by rotation under the provisions of the Companies Act, 2013 and eligible, offer himself for re- appointment.		
3. Appoint of M/s. T. R. Chadha Co LLP., Chartered Accountants as Statutory Auditors of the Company.		
4. To approve private placement of Non-Convertible Debentures and/or other Debt Securities for refinancing of existing Debt.		
5. Revision in remuneration of Mr. Subramanian Jambunathan (DIN: 00969478), Managing Director & CEO of the Company.		
6. Increase in borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013		
7. Creation of Charge/Providing Security under Section 180(1)(a) of Companies Act, 2013		

Signed this..... day of..... 2022

Affix  
Revenue  
Stamp



Signature of Member .....

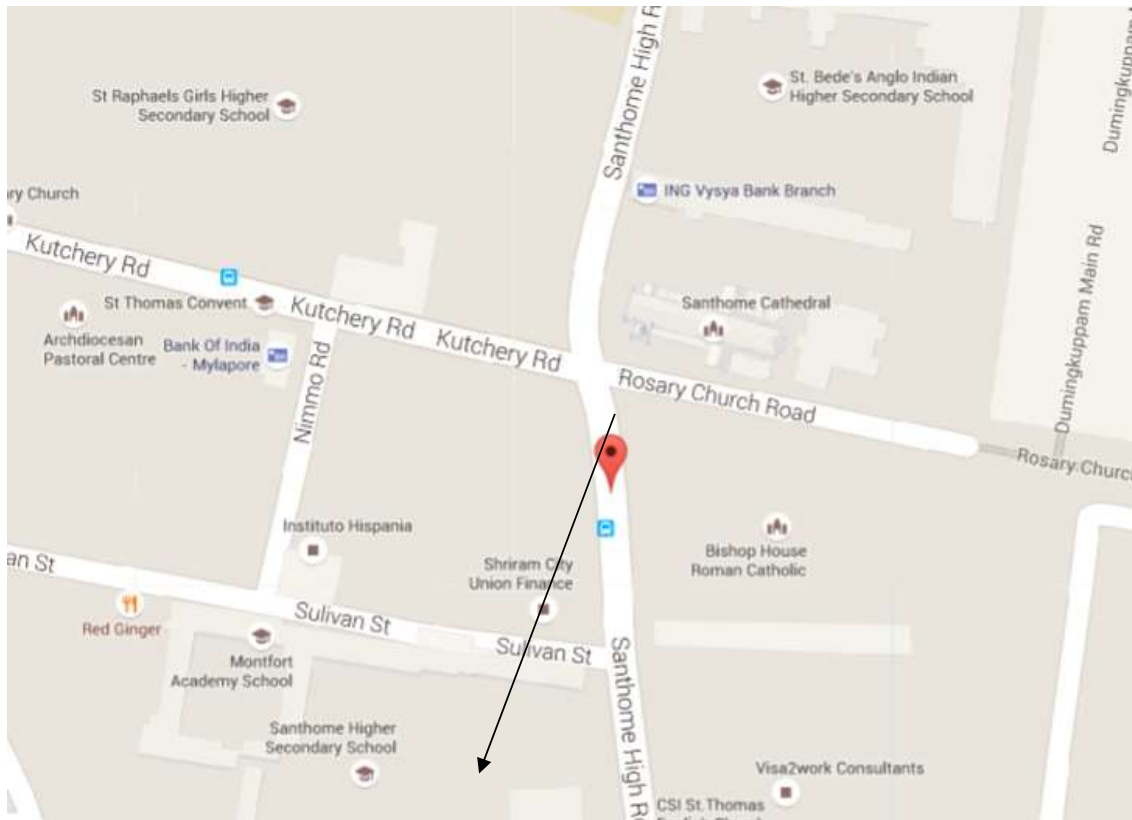
Signature of Proxy holder(s) .....

**Notes:** This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





### Route Map to AGM Venue



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

**Landmark: Opposite to Bishop House Santhome Cathedral**

