

NOTICE OF THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the 9th Annual General Meeting (“AGM”) of the Members of Shriram Housing Finance Limited, Corporate Identification Number – U65929TN2010PLC078004 will be held on Friday, July 19, 2019 at 11:00 A.M at 3rd Floor, No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai - 600 004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company comprising of the audited Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss Account and the Cash Flow Statement for the financial year ended March 31, 2019, together with the Reports of the Board of Directors (“Board”) and Auditors thereon.
2. To appoint a Director in place of Mr. Y. S. Chakravarti (DIN: 00052308), Director who retires by rotation pursuant to section 152 (6) of the Companies Act, 2013 and is eligible for re-appointment, who has offered himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Act and the Articles of Association, Mr. Venkataraman Murali (DIN: 00730218) who has submitted declaration that he meets the criteria for independence as provided under Section 149(6) of the Act be and is hereby reappointed as the Independent Director of the Company for second term to hold office upto March 31, 2024 and he shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Act and the Articles of Association, Ms. Lakshminaryanan Priyadarshini (DIN:06592671), who has submitted declaration that she meets the criteria for independence as provided under Section 149(6) of the Act be and is hereby appointed as the Independent Directors of the Company to hold office upto October 15, 2023 and she shall not be liable to retire by rotation.”

Shriram Housing Finance Limited

Head Office : Level 3, Wockhardt Towers, East Wing, C-2, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: +91-22-4241 0400 **Fax :** +91-22-4241 0422 **Email ID :** contact@shriramhousing.in **Website :** www.shriramhousing.in

Regd Office : No. 123, Angappa Naicken Street, Chennai - 600 001.

CIN : U65929TN2010PLC078004

5. 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, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended 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 members 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, market linked or otherwise, 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 (“FIIs”), 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.”

By order of the Board of Directors

For Shriram Housing Finance Limited


Nikita Hule

Company Secretary
ACS: A29555

Place: Mumbai
Date: April 22, 2019

Shriram Housing Finance Limited

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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business is enclosed and forms part of this notice.
2. The Notice of the Meeting is also posted on the website of the Company i.e. www.shriramhousing.in

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER.

3. 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.
4. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office, 123, Angappa Naicken Street, Chennai – 600 001 at least forty-eight hours before the time fixed for the commencement of the meeting.
5. 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.
6. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the Company.
7. 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).
8. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection 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.
9. The route map for the venue of the Annual General meeting has been enclosed with the notice.

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

Item No: 3

Mr. Venkataraman Murali was appointed as a Non-Executive Independent Director on May 29, 2014 for a period of 5 years. As per the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on April 22, 2019 subject to the approval of the shareholders, approved the reappointment Mr. Murali as an Independent Director for a second term of five years upto March 31, 2024.

As per section 152 of the Companies Act, an independent director shall hold office for a term of five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of special resolution by the members at their meeting. Accordingly, the appointment of Mr. Venkataraman Murali is recommended to the members of the company.

Mr. V. Murali, commerce graduate is a fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost and Works Accountants of India and has to his credit more than three decades of experience in the field of accounts, finance & consultancy.

The appointment of Mr. Murali would be in accordance to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').

The draft appointment letter and the certificate of eligibility to act as an Independent Director are open inspection at the registered office of the Company.

The Board of Directors recommend passing of the resolution as set out in item no. 3 of the Notice.

Mr. Venkataraman Murali and his relatives are interested in the special resolution pertaining to his re-appointment.

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

Item No: 4

Ms. Lakshminarayanan Priyadarshini was appointed, subject to the approval of the shareholders as an Independent Director w.e.f. October 16, 2018. It is now recommended that Ms. Priyadarshini be appointed as an Independent Director for a term of five years upto October 15, 2023.

As per section 152 of the Companies Act, an independent director shall hold office for a term of five consecutive years on the Board of a company. Accordingly, the appointment of Ms. Priyadarshini is recommended to the members of the company for their approval.

In a career spanned over two decades Ms. Priyadarshini has a diverse work experience with local and global players such as HSBC, ABN AMRO, ICICI Bank, Reliance Industries - Corporate Treasury, GE India, IFCI and ONICRA (Credit Rating Agency). Ms. Priyadarshini holds a Post Graduate Diploma in Business Management (Marketing & Finance) and B.A. Honours (Economics) from Delhi University.

The appointment of Ms. Lakshminarayanan Priyadarshini would be in accordance to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').

The Board of Directors recommend passing of the resolution as set out in item no. 4 of the Notice.

Ms. Lakshminarayanan Priyadarshini and her relatives are interested in the special resolution pertaining to her re-appointment.

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

Item No: 5

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 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 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, 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. Members are requested to note that the amount of funds raised via such aforementioned securities will be within the approved borrowing limit of Rs. 5,000 crores (Rupees Five Thousand crores only) as approved by the members of the Company at the annual general meeting held on July 12, 2018.

The Board of Directors recommend passing of the resolution as set out in item no. 5 of the Notice.

Hence, the proposed resolution is placed before you for your approval.

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.



CIN: U65929TN2010PLC078004

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

ATTENDANCE SLIP

Annual General Meeting – Friday, July 19, 2019

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 3rd Floor, No. 144, Santhome High Road, Shriram City Business Solutions 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.



CIN: U65929TN2010PLC078004

Regd Office : 123, Angappa Naicken Street, Chennai – 600 004 (TN)

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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:

<p>1. Name: Address: E-mail Id:..... ..</p> <p>Signature:....., or failing him /her</p>	<p>2. Name: Address: E-mail Id:..... ..</p> <p>Signature:..... , or failing him/her</p>	<p>3. Name: Address: E-mail Id:.....</p> <p>Signature:....., or failing him/her</p>
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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 3rd Floor, No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai, 600 004 on Friday, July 19, 2019, at 11:00 A.M and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this..... day of..... 2019 Signature of Member

Signature of Proxy holder(s)

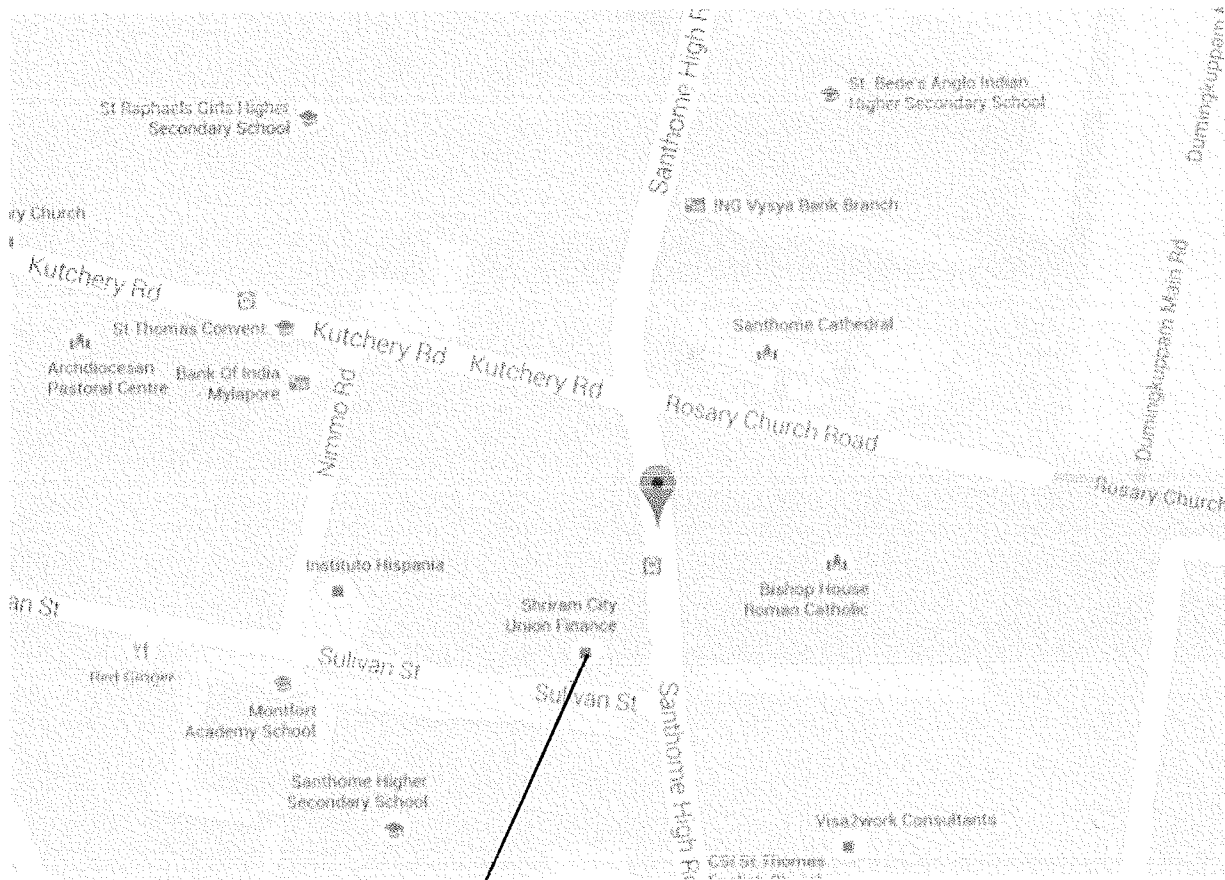
Affix
Revenue
Stamp

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**