

Notice of Extra-Ordinary General Meeting

Notice is hereby given that Extra-Ordinary General Meeting (“EGM”) of the Members of Shriram Housing Finance Limited (the “Company”), will be held on Friday, August 20, 2021 at 11.30 a.m. at No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai, 600 004, to transact the following businesses:

Special Businesses:

1. To appoint Statutory Auditors of the Company and fix their remuneration.

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

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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 to hold such office for a period of 3 (Three) years from the conclusion of this EGM till the conclusion of 14th 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.”

2. To consider and approve modification of “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2013” (the “SHFL ESOP Scheme 2013”).

To consider and if thought fit to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), as may be to certain extent and other provisions as may be applicable, including any amendment thereto or re-enactment thereof, any regulations, guidelines, circulars and notifications issued thereunder and subject to such other approvals, consents, permissions and/or sanctions as may be required from time to time from any appropriate regulatory or statutory authority / institution or body and subject to such terms and conditions as may be prescribed / imposed by any of them, the approval of the Members of the Company be and is hereby accorded for modification of the “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2013” (the “SHFL ESOP Scheme 2013”), by inserting the new clause no. 17 pertaining to the “Accelerated Exercisability” as follows:

17) *Accelerated Exercisability:*

In the event of an Initial Public Offering (IPO) or in the event of a Private Equity Investment (PE) all Options granted to the Option Grantees shall be advanced subject to appropriate approvals.

RESOLVED FURTHER THAT the other terms and conditions of the SHFL ESOP Scheme 2013 will remain unchanged.

RESOLVED FURTHER that the Board of Directors (including any Committee thereof), Head - Human Resources and the Company Secretary, be and are hereby severally authorized to do all such acts, sign and execute all deeds, applications, instruments, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution."

3. To consider and approve modification of "Shriram Housing Finance Limited Employees' Stock Option Scheme 2016" (the "SHFL ESOP Scheme 2016").

To consider and if thought fit to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and other provisions as may be applicable to the Company, including any amendment thereto or re-enactment thereof, any regulations, guidelines, circulars and notifications issued thereunder and subject to such other approvals, consents, permissions and/or sanctions as may be required from time to time from any appropriate regulatory or statutory authority / institution or body and subject to such terms and conditions as may be prescribed / imposed by any of them, the approval of the Members of the Company be and is hereby accorded for modification of the "Shriram Housing Finance Limited Employees' Stock Option Scheme 2016" (the "SHFL ESOP Scheme 2016"), by replacing the existing clauses 14 (i) and (ii) of "Exercise of options in the case of separation of an Employee from the Company" with the following:

14 (i) *In the event of separation of an employee from the Company due to reasons of permanent and total disability of the Employee, the Employee may exercise his or her Option both vested as well as unvested immediately after the date of permanent and total disability but in no event later than One Year from the date of separation from employment. Options not exercised within the aforementioned period, shall lapse upon the expiry of the period specified herein.*

14 (ii) *In the event of death of an employee while in employment with the Company, the Options granted, both vested and unvested, may be exercised by the Employee's nominee immediately after, but in no event later than One Year from the date of Employee's death. Options not exercised within the aforementioned period, shall lapse upon the expiry of the period specified herein.*

RESOLVED FURTHER THAT the other terms and conditions of the SHFL ESOP Scheme 2016 will remain unchanged.

RESOLVED FURTHER that the Board of Directors (including any Committee thereof), Head - Human Resources and the Company Secretary, be and are hereby severally authorized to do all such acts, sign and execute all deeds, applications, instruments, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.”

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

Sd/-

**Bhavita Ashiyani
Company Secretary & Compliance Officer**

July 26, 2021

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special businesses to be transacted at Extra-Ordinary 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.
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. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting. 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 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 Meeting.

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

The Members of the Company has appointed Pijush Gupta & Co., Chartered Accountants, Statutory Auditors of the Company till the conclusion of 11th Annual General Meeting (AGM) at their AGM held on July 12, 2018.

Reserve Bank of India (RBI) issued guidelines on Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) vide circular RBI/2021-22/25 Ref. No. DoS.CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ('Circular' / 'Guidelines'). RBI has given flexibility to NBFCs and HFCs to adopt these guidelines from H2 (second half) of the Financial Year 2021-22 in order to ensure that there is no disruption. Accordingly, the NBFCs / HFCs shall appoint Statutory Auditors for a continuous period of three years from Financial Year 2021-22.

The Board at their last Meeting held on April 28, 2021 has given their consent for continuation of M/s. Pijush Gupta & Co., Chartered Accountants to acts as Statutory Auditors till such time new Statutory Auditor is appointed by the Company, post considering the terms and conditions of the aforementioned RBI Circular which states that the regulated entities have to follow the procedures in selecting the firm as auditor of the Company.

The existing auditors have submitted their resignation in compliance with the RBI regulations and the Companies Act, 2013 and will continue to be auditors of the Company until this EGM. The Board of Directors at their Meeting held on July 26, 2021 has approved and recommended for an appointment of M/s. T. R. Chadha & Co. LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) as Statutory Auditors of the Company based on the recommendation of the Audit and Risk Management Committee (the "Committee").

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) / AIFs / 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 Independency 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. 1 of the accompanying Notice for approval by the members of the Company.

Item No. 2 & 3

The Company have implemented the “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2013” (the “SHFL ESOP Scheme 2013”) and “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2016” (the “SHFL ESOP Scheme 2016”) (Collectively to be referred as “Schemes”) with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Board and Shareholders of the Company have approved the Schemes as follows:

- SHFL ESOP Scheme 2013 was approved by the Board at their Meeting held on January 25, 2013 and subsequently approved by the shareholders of the Company at their Extra-ordinary General Meeting held on March 28, 2013.
- SHFL ESOP Scheme 2016 was approved by the Board at their Meeting held on October 21, 2016 and subsequently approved by the shareholders of the Company at their Extra-ordinary General Meeting held on December 13, 2016.

At present, both the Schemes are inconsistent with each other in few aspects, accordingly, to align the said clauses in Schemes, it is proposed to amend the SHFL ESOP Scheme 2013 and the SHFL ESOP Scheme 2016.

The Nomination and Remuneration Committee and Board have approved the modifications in both the Schemes on August 16, 2021.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any ways, concerned or interested, financially or otherwise, except Managing Director & CEO and Chief Financial Officer and their relatives to the extent of the employee stock options granted to them under the ESOP Schemes, in the Special Resolution set out at Item No. 2 and 3 of the Notice.

The Board recommends passing of the Special Resolutions at Item No. 2 and 3 of the accompanying Notice for approval by the members of the Company.

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

Sd/-

**Bhavita Ashiyani
Company Secretary & Compliance Officer**

Date: July 26, 2021

Shriram Housing Finance Limited

Registered Office: 123, Angappa Naicken Street, Chennai – 600 004

CIN: U65929TN2010PLC078004 | Website: www.shriramhousing.in | E-mail ID: sect@shriramhousing.in

ATTENDANCE SLIP

Extra-Ordinary General Meeting – Friday, August 20, 2021

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 Extra-Ordinary General Meeting of the Members of Shriram Housing Finance Limited held on Friday, August 20, 2021, at 11.30 a.m. at 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.

Shriram Housing Finance Limited

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

CIN: U65929TN2010PLC078004 | Website: 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:

<p>1. Name:</p> <p>Address:</p> <p>E-mail ID</p> <p>Signature:....., or failing him / her</p>	<p>2. Name:</p> <p>Address:</p> <p>E-mail ID</p> <p>Signature:....., or failing him / her</p>	<p>3. Name:</p> <p>Address:</p> <p>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 Extra-Ordinary General Meeting of the Company, to be held at No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai - 600 004 on Friday, August 20, 2021, at 11.30 a.m. and at any adjournment thereof in respect of such resolution(s) as indicated below:

Resolution No. & Matter of Resolution	For	Against
1. To appoint Statutory Auditors of the Company and fix their remuneration.		
2. To consider and approve modification of “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2013” (the “SHFL ESOP Scheme 2013”).		
3. To consider and approve modification of “Shriram Housing Finance Limited Employees’ Stock Option Scheme 2016” (the “SHFL ESOP Scheme 2016”).		

Signed this..... day of..... 2021 Signature of Member

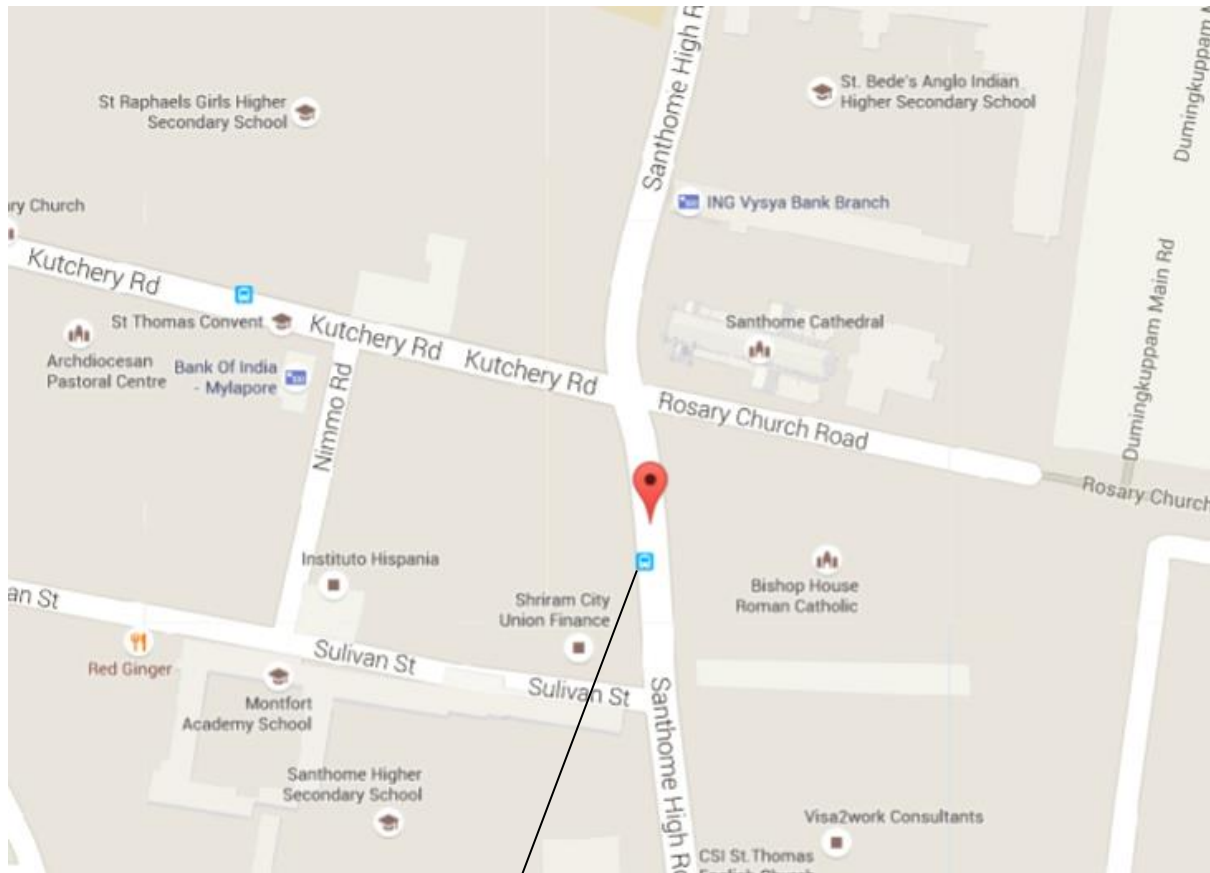
Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

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

Route Map to EGM Venue



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

Landmark: Opposite to Bishop House Santhome Cathedral