

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the First Annual General Meeting of the Shareholders of Shriram Housing Finance Limited will be held on, the Monday, 25th July, 2011 at 221, Royapettah High Road, Mylapore, Chennai - 600 004 at 1.30 P.M to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011 together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
2. To appoint Smt Subhasri Sriram, who retires by rotation and being eligible, offers herself for Re-appointment.
3. No dividend has been declared by the Company for the financial year ended on 31st March 2011.
4. To appoint M/s. Pijush Gupta & Co., Chartered Accountants, Kolkata (Firm Registration No.309015E) as Auditors of the company to hold such office from the conclusion of this meeting till the conclusion of next Annual General Meeting, in the place of R Shankar, Chartered Accountant who has expressed his inability to continue as Auditor of the company **PURSUANT TO A SPECIAL NOTICE** received from one of our Shareholder.

Special Business:

5. To alter the Objects Clause of Memorandum of Association of the Company subject to the approval of shareholders:

“**RESOLVED THAT** in accordance with the provisions of Section 17, 18 and 19 of the Companies Act, 1956 the Object Clause that is Clause III (A) of the Memorandum of Association of the Company be and is hereby altered to read as follows:”



Shriram Housing Finance Limited

(A fully owned subsidiary of Shriram City Union Finance Limited)

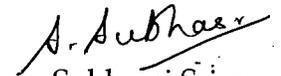
Head Office : 2nd Level, Wockhardt Towers, East Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

Phone : 42410400 (B), Fax : 42410421/22 Website : www.shriramhousing.in

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

"2. To act as a Securitisation and Reconstruction Company under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) and to carry on the business of securitisation and/or asset reconstruction and for that purpose to acquire and/or deal with and/or dispose off any and all assets, partly or wholly including but not limited to financial assets, property, secured assets, of any nature and otherwise to assist or participate in the securitisation, realization or restructuring or reconstruction of financial assets and/or secured assets and for such purpose to mobilize funds in any manner including but not limited to issue of debentures or bonds or other securities and to offer or otherwise issue or deal in security receipts of any nature and tenor to Qualified Institutional Buyers or any other persons, natural or juristic (as may be permitted under the SARFAESI Act, 2002 from time to time) and for the purpose aforesaid or in connection with asset reconstruction or securitisation, to act as trustees, managers, administrators, receivers, valuers or otherwise and to engage, appoint, discharge any intermediaries or agents or professional or consultants."

By Order of the Board
For Shriram Housing Finance Limited


Subhasri Sriram
Director

Place: Chennai
Date: 20th June 2011

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the Company. Proxies in order to be effective, must be received at 221, Royapettah High Road, Mylapore, Chennai-600 004, not less than 48 hours before the time fixed for the meeting. A proxy form is enclosed.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

As required by Section 173(2) of the companies act, 1956 the following explanatory statement sets out all material facts relating to the business mentioned under:

Alteration of Object Clause of the Memorandum of Association

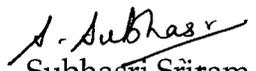
The directors of the company felt that in order to expand and diversify the business of the company, may carry on the business of Securitisation and Reconstruction and for that purpose to acquire or deal or dispose off any and or all assets, partly or wholly including but not limited to financial assets, property, secured assets of any nature. In this connection the Object Clause be amended by inclusion of Clause III (A) (2) so as to incorporate that the Company shall act as a Securitisation and Reconstruction Company by registering itself under "The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI ACT 2002)".

Hence, the proposed resolution is recommended for consideration of and approval by the shareholders of the company.

None of the directors is concerned or interested in the proposed resolution.

By Order of the Board
For Shriram Housing Finance Limited

Place: Chennai
Date: 20th June 2011

x 
Subhasri Sriram
Director

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