



NOTICE

Notice is hereby given that the 3rd Annual General Meeting of the members of Shriram Housing Finance Limited will be held on July 12, 2013 at 3:00 P. M. at No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai – 600 004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit and Loss Account of the Company for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Subhasri Sriram, who retires by rotation and being eligible, offers her for re-appointment.
3. To appoint M/s. Pijush Gupta & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

“RESOLVED THAT Mr. G. S. Sundararajan who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th October, 2012, under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing him for the office of Director under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:





“RESOLVED THAT Dr. Qudisia Gandhi who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2012, under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing her for the office of Director under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following by special resolution:

“RESOLVED THAT pursuant to Section 94(1)(a) and all other applicable provisions, the Authorised Share Capital of the Company be increased from the existing ₹115,00,00,000/- (Rupees One hundred and Fifteen Crore Only) divided into 11,50,00,000 (Eleven Crore Fifty lakh) Equity Shares of ₹10/- each to ₹220,00,00,000 (Rupees Two hundred and Twenty crore Only) divided into 22,00,00,000 (Twenty Two crore only) Equity Shares of ₹10/- each and ranking paripassu with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the first sentence of existing Clause No. V of the Memorandum of Association of the Company be deleted and substituted with the following clause:

V. The Authorised Share Capital of the Company is ₹220,00,00,000/- (Rupees Two Hundred and Twenty crore) divided into 22,00,00,000 (Twenty TwoCrore) Equity Shares of ₹10/- each.

RESOLVED FURTHER THAT, the Board of Directors or any officer designated by the Board of Directors is hereby authorised to take necessary steps to give effect to the increase in the Authorised Share Capital as above and to file necessary forms with the Registrar of Companies, Ministry of Corporate Affairs as required under the provisions of the Companies Act, 1956 and take necessary steps for alteration of the capital clause of the Memorandum of Association of the Company.”

A handwritten signature in black ink is written over a circular stamp. The stamp is mostly illegible but appears to be an official seal or stamp of the company or a related authority.



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

“RESOLVED AS A SPECIAL RESOLUTION THAT in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the Subscription Agreement, 2,72,20,000 (Two crore Seventy Two Lakh Twenty Thousand only) Equity Shares (**“STIS and TTIS”**) representing 22.7493% of the Share Capital of the Company on a fully diluted basis at a par value of ₹10 (Rupees Ten only) per Equity Share and a premium of ₹25 (Rupees Twenty Five Only) per Equity Share be and hereby are issued and allotted to the Investor against receipt of an aggregate consideration of ₹95,27,00,000/- (Rupees Ninety Five crores Twenty Seven Lakhs only) (**“Second and Third Tranche Investor Share Subscription Amount”**);

RESOLVED FURTHER THAT, that the board of directors or any officer designated by the board of directors of the Company be and is hereby authorised to take necessary steps to give effect to issue and allotment of STIS and TTIS Shares as above and to file necessary forms with the Registrar of Companies, Ministry of Corporate Affairs as required under the provisions of the Companies Act, 1956 or with other concerned regulatory authorities.”

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

“RESOLVED AS A SPECIAL RESOLUTION THAT in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the Subscription Agreement, 9,54,40,000 (Nine Crore Fifty Four Lakh Forty Thousand only) Equity Shares (**“STPS and TTPS Shares”**) and representing 77.2507% of the Share Capital of the Company on a fully diluted basis at a par value of ₹10 (Rupees Ten only) per Equity Share (**“STPS & TTPS”**) be and hereby are issued and allotted to the Promoter against receipt of an aggregate consideration of ₹95,44,00,000/- (Rupees Ninety Five Crore Forty Four Lakhs only) (**“Second and Third Tranche Promoter Share Subscription Amount”**);

RESOLVED FURTHER THAT, that the board of directors or any officer designated by the board of directors of the Company be and is hereby authorised to take necessary steps to give effect to issue and allotment of STPS and TTPS Shares as above and to file necessary forms with the Registrar of Companies, Ministry of Corporate Affairs as required under the provisions of the Companies Act, 1956 or with other concerned regulatory authorities.”



NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE PROXIES IN ORDER TO BE VALID MUST BE DULY COMPLETED, STAMPED AND SIGNED AND MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

By order of Board of Directors

Sujan Sinha
Managing Director & CEO



Place : Chennai
Date : June 14, 2013



EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) of THE COMPANIES ACT 1956

ITEM NO 4:

The Board of Directors in their meeting held on October 26, 2012 appointed Mr. G. S. Sundararajan as an Additional Director. Mr. Sundararajan holds office upto the forthcoming Annual General meeting. Under section 257 of the Companies Act, 1956, the Company has received notice from a member proposing the candidature of Mr. Sundararajan for the office of Director.

Mr. Sundararajan is a vastly experienced finance professional, having served with Citibank, Fullerton India and, more recently, the Shriram Group. He originally joined the group as the Managing Director of Shriram Capital Ltd. He is currently associated with a large number of group companies, including Shriram City Union Finance as its Managing Director, providing oversight in critical areas of strategic growth opportunities in these companies. During his tenure as the Managing Director of Fullerton India, he was nominated onto the Boards of two financial services investments of Temasekin China, in Nanjing & Chengdu.

ITEM NO 5:

The Board of Directors appointed Dr. Qudsia Gandhi as an Additional Director with effect from November 7, 2012. Dr. Gandhi holds office upto the forthcoming Annual General meeting. Under section 257 of the Companies Act, 1956, the Company has received notice from a member proposing the candidature of for the office of Director.

Dr. Gandhi is a retired member of the Indian Administrative Services. Dr. Gandhi has vast experience of over 30 years in government administration, in various fields such as Treasury, Accounts, Training, Health & Family Welfare. At present she is the chairperson and Managing Director of Tamil Nadu Transport Development Finance Corporation Ltd. She has earlier served on the Boards of Tamil Nadu Power Finance & Infrastructure Development Corporation Ltd., Overseas Manpower Corp Ltd and State Industries Promotion Corp of Tamil Nadu Ltd.

ITEM NO.6

The Company has entered into a Share Subscription agreement with Shriram City Union Finance Limited, its Promoter and Valiant Mauritius Partners FDI Limited whereby the Promoter and Investor would be investing in the Company. Pursuant to the agreement the authorized share capital of the company needs to be increased for the purpose of inflow of



funds in the future on time to time basis. Thus the existing authorised share capital of ₹115,00,00,000 (Rupees One Hundred and Fifteen Crores Only) divided into 11,50,00,000 (Eleven Crore Fifty Lakh) Equity Shares of ₹10/- each needs to be increased to ₹220,00,00,000 (Rupees Two Hundred and Twenty crore)]. The approval of the shareholders is being sought for such increase in the authorized share capital of the Company and amendment of the Memorandum of Association of the Company to that effect.

None of the Directors is concerned or interested in the resolution, except in their capacity as shareholders of the Company.

ITEM NO. 7 and 8

In accordance with the Share Subscription Agreement entered into with Valiant Mauritius Partners FDI Limited (Investor) and Shriram City Union Finance Limited (Promoter):

- a) The Investor shall subscribe to and the Company shall issue and allot 2,72,20,000 (Two Crore Seventy Two Lakh and Twenty Thousand only) Equity Shares ("STIS and TTIS Shares") representing 22.7493% of the Share Capital of the Company on a fully diluted basis at a par value of ₹10 (Rupees Ten only) per Equity Share and a premium of ₹25 (Rupees Twenty Five Only) per Equity Share ("STIS") for an aggregate consideration of ₹95,27,00,000/- (Rupees Ninety Five Crore Twenty Seven Lakhs only) ("Second and Third Tranche Investor Share Subscription Amount");
- b) The Promoter shall subscribe to and the Company shall issue and allot 9,54,40,000 (Nine Crore Fifty Four Lakh Forty Thousand) Equity Shares ("STPS & TTPS Shares") representing 77.2507% of the Share Capital of the Company on a fully diluted basis at a par value of ₹10 (Rupees Ten only) per Equity Share for an aggregate consideration of ₹95,44,00,000/- (Rupees Ninety Five Crore Forty Four Lakh only) ("Second and Third Tranche Promoter Share Subscription Amount");

The Board of Directors recommends the passing of the special resolutions as set out in the accompanying notice.