NOTICE

Notice is hereby given that the 4th Annual General Meeting of the members of Shriram Housing Finance Limited will be held on Thursday, May 29, 2014 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, 2014, 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 Mr. Y. S. Chakravarti, who retires by rotation and being eligible, offers him 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. V Murali who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 17th, 2013, 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 152 and 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company."

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

sd/-

Sujan Sinha

Managing Director & CEO

Place : Mumbai

Date : 05-05-2014

EXPLANATORY STATEMENT PURSUANT TO

SECTION 102 of THE COMPANIES ACT, 2013

ITEM NO 4:

The Board of Directors appointed Mr. V. Murali as an Independent Additional Director. Mr. V Murali holds office upto the forthcoming Annual General meeting. Under section 160 of the Companies Act, 2013, the Company has received notice from a member proposing the candidature of Mr. V. Murali for the office of Director.

Mr. V Murali is a Bachelors in Commerce from the reputed Vivekanand College, Chennai. He is a fellow member of the Institute of Chartered Accountants of India and an Associate member of Institute of Cost and Works Accountants of India.

Mr. Murali is the Senior Partner of M/s. Victor Grace and Co. Chartered Accountants, Chennai. He has to his credit more than 30 years of experience in the areas of Finance, Accounts and Consultancy. He was elected as a Central Council Member of ICAI for three terms in succession for the periods of 2004-2013. He was nominated as a 'Technical Expert' by the Comptroller and Auditor General of India, New Delhi on the Audit Boards of Power Finance Corporation Limited and Rural Electrification Corporation Limited.

Since 2006-07, he has been an Executive Committee member of Madras Chamber of Commerce & Industry, Andhra Chamber of Commerce, the Tamil Chamber of Commerce and the Hindustan Chamber of Commerce.

Mr. V. Murali is a prominent social worker dedicated to public causes and connected with various Professional, Cultural, Social, Voluntary, Non Profit Organisations, Public Charitable and Welfare Organizations.

He also serves on the Board of Witzenmann (India) Pvt Ltd and Garuda Vayu Shakthi Limited.

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