NOTICE OF THE 5TH ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 5TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF SHRIRAM HOUSING FINANCE LIMITED WILL BE HELD ON TUESDAY, JULY 28, 2015 AT 04.00 P.M AT NO. 144, SANTHOME HIGH ROAD, SHRIRAM CITY BUSINESS SOLUTIONS CENTRE, MYLAPORE, CHENNAI - 600 004 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY RESOLUTION:

Item No: 1 - Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year on that date together with the Reports of the Board ("Directors") and Auditors thereon.

Item No: 2- Appointment of Director

To appoint a Director in place of Sri G. S. Sundararajan (DIN: 00361030) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible for re-appointment.

Item No: 3- Appointment of Auditors

To appoint Auditors of the Company to hold office from the conclusion of 5th AGM of the Company until the conclusion of 6th AGM of the Company to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit and Risk Management Committee of the Board of Directors of the Company, Messrs Pijush Gupta & Co., Chartered Accountants, Kolkata having ICAI Firm Registration No: 309015E be and hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors as determined and recommended by the

Audit and Risk Management Committee of the Board in consultation with the Auditors and such remuneration may be paid, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

By Order of the Board
For Shriram Housing Finance Limited

Sujan Sinha
Managing Director & CEO
(DIN: 02033322)

Place: Chennai
Date: April 20, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a Proxy for any other Member.

3. 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).

4. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the Company.