



NOTICE OF THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHRIRAM HOUSING FINANCE LIMITED

Notice is hereby given that the 7th Annual General Meeting ("AGM") of the members of Shriram Housing Finance Limited, Corporate Identification Number – U65929TN2010PLC078004 will be held on Tuesday, June 20, 2017 at 11:00 A.M at No. 144, Santhome High Road, 3rd Floor, Shriram City Business Solutions Centre, Mylapore, Chennai - 600 004 to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet and the Statement of Profit & Loss Account for the financial year ended March 31, 2017, together with the Reports of the Board of Directors ("Board") and Auditors thereon.

Item No. 2: Appointment of Director

To appoint a Director in place of Mr. Y.S. Chakravarti (DIN: 02511019), Director who retires by rotation under section 152 (6) of the Companies Act, 2013 and is eligible for re-appointment.

Item No. 3: Appointment of Auditors

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

"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 recommendations of the Audit and Risk Management Committee ("Committee") of the Board of Directors of the Company ("Board"), M/s. Pijush Gupta & Co, Chartered Accountants, Kolkata having ICAI Firm Registration No: 309015E who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule, be and are hereby re-appointed as Auditors of the Company for the financial year, 2017-18, to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM 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 as determined and recommended by the Committee in consultation with such Auditors and such remuneration may be paid on a progressive basis to be agreed between the said Auditors and the Board."

SPECIAL BUSINESS:

Item No 4: Private Placement of Securities

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

Shriram Housing Finance Limited

Head Office : Level 3, Wockhardt Towers, East Wing, C-2, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: +91-22-4241 0400 **Fax :** +91-22-4241 0422 **Email ID :** contact@shriramhousing.in **Website :** www.shriramhousing.in

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

CIN : U65929TN2010PLC078004

"RESOLVED THAT pursuant to Section 42, 71 and any other applicable provisions of the Companies Act, 2013, as amended from time to time ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations") as amended from time to time, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended time to time and the circulars and clarifications issued by National Housing Bank ("NHB") from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution), to make offer(s), invitation(s) to invite, offer, issue, allot secured or unsecured on a private placement basis, Redeemable Non-Convertible Debentures ("NCDs"), Subordinated Debts, Bonds, Commercial Papers or any other Debt Securities not exceeding ₹ 2,000 crores (Rupees Two thousand crores only) in one or more tranches during the period commencing from the date of this Annual General Meeting ("AGM") hereof until the conclusion of the next AGM of the Company to the Qualified Institutional Buyers ("QIBs"), Foreign Institutional Investors ("FII"), Foreign Portfolio Investors ("FPIs"), banks, Financial Institutions ("FIs"), Mutual Funds ("MFs"), provident funds, gratuity funds, corporates and such other entities/ persons eligible to apply/subscribe the securities on such terms and conditions as may be decided by the Board, from time to time, determine and consider proper and most beneficial to the Company including and without limitation the time of issue, consideration for the issue, mode of payment, rate of interest, tenure and security cover thereof, utilisation of the proceeds of the issue .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company and/or any Committee, to give effect to the resolution."

By order of the Board of Directors

For Shriram Housing Finance Limited

Place: Mumbai
Date: April 22, 2017



NHule
Nikita Hule
Company Secretary

Shriram Housing Finance Limited

Head Office : Level 3, Wockhardt Towers, East Wing, C-2, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: +91-22-4241 0400 Fax : +91-22-4241 0422 Email ID : contact@shriramhousing.in Website : www.shriramhousing.in

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

CIN : U65929TN2010PLC078004

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, is given below and forms part of this notice.
2. The Notice of the Meeting is also posted on the website of the Company i.e. www.shriramhousing.in

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER.

3. 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.
4. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office, 123, Angappa Naicken Street, Chennai – 600 001 at least forty-eight hours before the time fixed for the commencement of the meeting.
5. 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.
6. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the Company.
7. 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.
8. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the company 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 Annual General meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No: 4

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company it would require raising fresh funds and raising funds through private placement of different securities is one of the source. It is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Commercial Papers, Bonds or any other Debt Securities on private placement basis. Pursuant to Section 42, 71 and any other applicable provisions of the Act as amended read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. The NCDs are proposed to be issued at face value as may be permissible as per the applicable regulations and acceptable to the subscribers of the security. The securities are not proposed to be issued at premium.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no-4.



CIN: U65929TN2010PLC078004
Regd Office : 123, Angappa Naicken Street, Chennai – 600 004 (TN)
Website : www.shriramhousing.in Email ID : sect@shriramhousing.in

ATTENDANCE SLIP

Annual General Meeting – Tuesday, June 20, 2017

I certify that I am a member/proxy for the member of the Company.

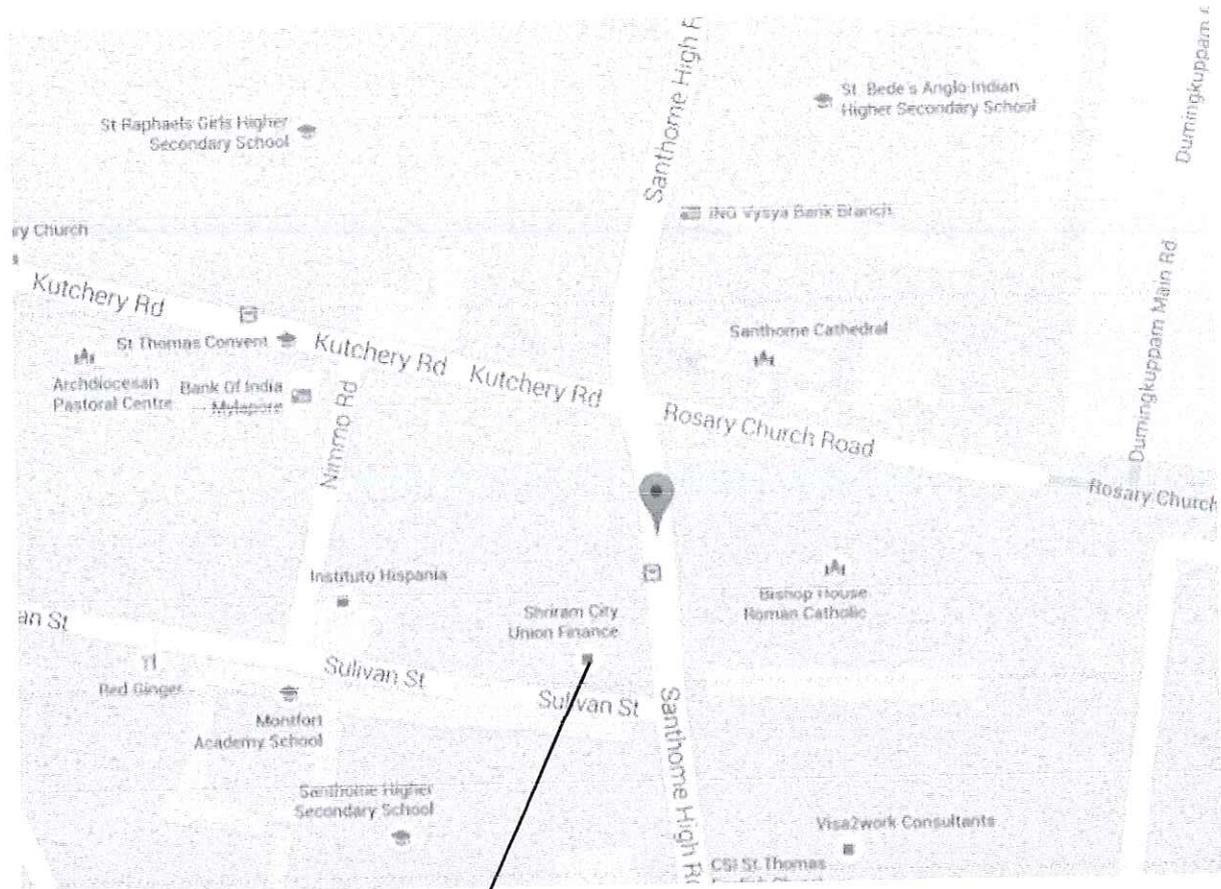
I hereby record my presence for the Annual General Meeting of the Company at 3rd Floor, No. 144, Santhome High Road, Shriram City Business Solutions Centre, Mylapore, Chennai, 600 004

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.

ROUTE MAP TO AGM VENUE



AGM Venue

**No. 144, Santhome High Road,
3rd Floor, Shriram City Business Solutions Centre
Mylapore
Chennai - 600 004
Landmark: Opp to Bishop House Santhome Cathedral**