



## Report on Corporate Governance

### 1. Company's Philosophy on Corporate Governance

The Company ensures exercising principles of corporate ethics, accountability and integrity and sees corporate governance beyond the compliance of regulatory norms. Transparency, fairness, integrity, effective internal controls at each level of operation in each business transactions, adequate and prompt disclosure to respective stakeholders are the key ingredients to the corporate governance.

### 2. Board of Directors

The Company believes that to ensure highest degree of corporate governance, an active, well informed Board is must. The Board of Directors of the Company consists of Executive, Non- Executive, Independent and Non- Independent Directors to ensure independent functioning of the Board with appropriate mix to ensure independence and separate the functions of governance and management.

All the Directors are well-qualified persons of proven competence and possess the highest level of personal and professional ethics, integrity and values.

#### Responsibility of the Board

The key purpose of the Board is to ensure the Company's prosperity by collectively directing its affairs, whilst meeting the appropriate interests of its shareholders and stakeholder. The Board is primarily responsible for:

- a. establishing vision, mission & values and determining, reviewing the goals, policy of the Company from time to time;
- b. formulating strategy & structure and deciding the means to implement and support them;
- c. delegate to Management, determine monitoring criteria to be used to ensuring effectiveness of Internal Controls;
- d. exercising accountability to shareholders and be responsible to relevant stakeholders; and
- e. management and control.

#### A) Composition and appointment

Presently, as on the date of this report, the Board consists of four directors, four of whom including the Managing Director and CEO as the Executive Director of the Company.

The Board has identified skills and domain expertise required by the Directors of the Company which includes Banking & Finance, Business Strategy, Corporate Governance, Corporate Social Responsibility, Human Resources, Information Technology, Legal, Marketing, Operations and Process Optimization, Policy Making, Recovery, Regulatory Compliances, Risk Management, Stakeholder Management, Taxation, Treasury and Value Creation.

The Directors of the Company have mapped their skills based on the board skill matrix. Details of Directors, directorship in listed companies, number of directorships held by them in other companies and the number of their memberships and chairmanships on various Board Committees, including skill sets/ expertise/ competencies/practical knowledge, as on March 31, 2023, are as under:

## Report on Corporate Governance (Contd.)

Sl. No	Name of Director	Nature of Office	Special Knowledge / Practical Experience / Skills/Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorships in other Listed Companies	No. of Directorship in other Companies*	No. of Memberships/ Chairmanships in Board Committees of various companies (including the Company)**	
								Memberships	Chairmanships
1	Subramanian Jambunathan	Executive/ Managing Director & CEO	Leadership, Strategic Planning, Experience in Banking & Financial Services, Capital Markets, Treasury, Regulatory / legal & Risk Management, Corporate Governance, Operations and Process Optimization.	-	-	-	1	5	3
2	Srinivasa Chakravarthy Yalamati	Non-Executive Director/ Non-Independent	Leadership, Banking and Finance, Business Strategy, Regulatory / legal & Risk Management, Treasury, Capital Markets, Corporate Governance, Corporate Social Responsibility, Stakeholder Management, Operations and Process Optimization	Shriram Finance Limited.	Managing Director & CEO;	1	2	12	4
3	Venkataraman Murali	Non-Executive/ Independent Director	Banking and Finance, Corporate Governance, Regulatory affairs, Technology, Risk Management, Stakeholder Management, Taxation, Financial Accounting, Value Creation, Legal, Policy Making	-	-	-	3	1	5
4	Ms. Lakshminarayanan Priyadarshini	Non-Executive/ Independent Director	Industry Knowledge & Experience, Financial, Regulatory / Corporate Governance, Operations and Process Optimization, Banking and Finance.	Ucal Fuel Systems Limited	Non-Executive Director, Independent	1	2	5	2



The Board do hereby confirms that all the present Independent Directors of the Company fulfill the conditions specified in the SEBI LODR and are independent of the management of the Company. The Board had accepted all recommendations of committees of the Board which are mandatorily required, during the financial year 2022-23.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc.

#### B) Number and Dates of Board Meetings held, attendance of Directors and the last AGM held

The Board meetings of the Company are held in a highly professional manner, after giving proper notice, Board papers, agenda and other explanatory notes / relevant information to each of the directors of the Company, well in advance. The Company held the Board Meetings by Audio Video means and in compliance to MCA guidelines, all the precautions were taken, rules for safe and secure conduct of Board meetings were followed and proceedings were recorded. At least one meeting is held in every quarter, to review the quarterly performance and the financial results of the Company.

Sr. No.	Name	Designation	No. of Meetings held	No. of Meeting attended	Attendance at last AGM
1.	Mr. Subramanian Jambunathan	Managing Director & CEO	6	5	Yes
2.	Mr. Yalamati Srinivasa Chakravarti	Non-Executive Director	6	5	Yes
3.	Mr. Venkataraman Murali	Independent Director	6	6	Yes
4.	Ms. Lakshminarayanan Priyadarshini	Independent Director	6	6	No

#### C) Committees of the Board

The Board has constituted the various Committees which with specific terms of reference to focus on specific issues and ensure expedient resolution of diverse matters. These inter-alia Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Asset Liability Management Committee.

The Company Secretary, in consultation with the Managing Director & CEO prepares the detailed agenda for the meetings. At the board meetings, the senior management make presentations on various matters including the financial results, operations related issues, risk management, the economic and regulatory environment, compliance, investors' perceptions etc.

During the year, the Board met 6 (six) times. Meetings were held on April 25, 2022, May 24, 2022, July 25, 2022, October 20, 2022, January 25, 2023, and March 03, 2023.

During the year, separate meeting of the Independent Directors was held on April 25, 2022, without the attendance of non-independent directors and the members of the management. All Independent Directors attended the said meeting. At the meeting, the independent directors assessed the quality, quantity and timeliness of the flow of information between the Company's management and the board.

The last Annual General Meeting of the Company was held on June 07, 2022. Attendance of Directors at the Board Meetings held during the FY 2022-23 and at the last Annual General Meeting are as under:

##### 1. Audit Committee

In terms of the requirements of Section 177 of the Companies Act, 2013 and other applicable provisions read with rules made thereunder and Housing Finance Companies – Corporate Governance (NHB) Directions, 2016, and SEBI (LODR) Regulations, 2015 the Board constituted the Audit a Committee.

## Report on Corporate Governance (Contd.)

The Audit Committee comprises of two Independent Directors and one Managing Director & CEO of the Company viz. Mr. Venkataraman Murali as Chairman, Ms. Lakshminarayanan Priyadarshini and Mr. Subramanian Jambunathan are as Members.

The Company Secretary acts as Secretary to the Audit Committee. The details of all Related Party Transactions are periodically placed before the Audit Committee. During the year, there were no instances where the Board did not accept the recommendation of the Audit Committee.

The role and terms of reference of the Audit Committee, inter-alia, includes the following:

1. oversight of the financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible including the compliance of KYC;
2. recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into



- matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. to review the functioning of the whistle blower mechanism;
  19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
  22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
  23. To analyse economic conditions, industry-wise performance, guidelines issued by regulatory authorities, competitor's policies & alerting management to the possibility of any adverse/ risky situation emerging.
  24. Review Asset Liability Management, capital adequacy, resources raised, credit ratings and management of Non-Performing Assets.
  25. Analyse trend of cost of funds, expenses and review action taken to mitigate risks thereof.
  26. Analyse performance of assets assigned/ securitised, related party transactions, single party exposure & contingent liabilities.
  27. Review the credit policy for each product & to assess dovetailing of business done in accordance with overall credit policy.
  28. Review all major operational control/actionable points to handle failures and other exigencies.
  29. Carry out any other function as decided by the Board from time to time.
- The Audit Committee have such powers and it performs such functions as may be required under the Companies Act, 2013 and such other applicable Regulations / Directions as may be notified by the National Housing Bank and any other statutory authorities.
- During the year under review, the Audit Committee held its meetings on April 25, 2022, July 25, 2022, October 20, 2022, January 25, 2023 and March 03, 2023.

The attendance of Meeting is as under:

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1	Mr. Venkataraman Murali	5	5
2	Mr. Lakshminarayanan Priyadarshini	5	5
3	Mr. Subramanian Jambunathan	5	5

## Report on Corporate Governance (Contd.)

### 2. Nomination and Remuneration Committee

In terms of the provisions of the Section 178 of the Companies Act, 2013 and other applicable provisions read with rules made thereunder and Housing Finance Companies – Corporate Governance (NHB) Directions, 2016 and the SEBI (LODR) Regulations, 2015 the Board constituted a Nomination and Remuneration Committee of the Directors.

The Committee comprises of two Independent Directors and one Non-Executive Directors viz. Mr. Venkataraman Murali as Chairman, Ms. Lakshminarayanan Priyadarshini and Mr. Yalamati Srinivasa Chakravarti are as Members. The Company Secretary acts as Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee, inter-alia, includes the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees keeping in view to attract, motivate and retain talent required for the progress of the Company;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- Carry out evaluation of performance of every Director on an annual basis.
- Formulate policies for qualification, attributes and independence of directors.
- To ensure 'fit and proper' status of Directors at the time of their appointment as well as on continuing basis.
- Recommend removal of a Director from the Board, in case if such need arises.
- Guide policies and practices in the talent management of the Company.
- Formulate, recommend to the Board and administer Employees Stock Option Plans (ESOP) and other incentive plans for employees and directors and interpret and adopt rules for the operation thereof.
- Approve employment agreements, severance arrangements and change in control agreements.
- To form Sub-committees and take matters as may be assigned by the Board from time to time.



During the year under review, the Nomination and Remuneration Committee held its meetings on April 25, 2022, May 24, 2022, January 25, 2023 and March 03, 2023.

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1	Mr. Venkataraman Murali	4	4
2	Mr. Lakshminarayanan Priyadarshini	4	4
3	Mr. Srinivasa Chakravarti Yalamati	4	4

### 3. Corporate Social Responsibility (CSR) Committee

In terms of the provisions of Section 135 of the Companies Act, 2013 and other applicable provisions read with rules made thereunder, the Board has constituted CSR Committee. The Committee comprises of one Independent Director, one Non-Executive Director and one Managing Director & CEO viz. Ms. Lakshminarayanan Priyadarshini as Chairperson, Mr. Yalamati Srinivasa Chakravarti and Mr. Subramanian Jambunathan are as Members. The Company Secretary to act as Secretary to the CSR Committee.

During the year under review, the CSR Committee held its meetings on October 20, 2022 and March 24, 2023. Statutory disclosures with respect to the CSR Committee and an annual report on CSR activities is annexed as Annexure - V to this report.

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1	Mr. Lakshminarayanan Priyadarshini	2	2
2	Mr. Srinivasa Chakravarti Yalamati	2	2
3	Mr. Subramanian Jambunathan	2	2

### 4. Asset Liability Management Committee (ALCO)

In accordance with the Policy Circular No. NHB/ND/DRS/Pol-No. 35/2010-11 dated October 10, 2010, the Board of Directors constituted the Asset Liability Management Committee (ALCO). The ALCO was re-constituted on October 28, 2020 comprising of Mr. Subramanian Jambunathan as Chairman, Mr. Gauri Shankar Agarwal, Mr. Nagendra Singh and Mr. Shivram Jagadeswaran are as Members. The Company Secretary acts Secretary to the ALCO Committee.

The terms of reference of the ALCO Committee, inter-alia, includes the following:

- funding and capital, profit planning and growth projection;

The terms of reference of the CSR Committee, inter-alia, includes the following:

- to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- to recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- to monitor the Corporate Social Responsibility Policy of the Company from time to time.

- balance sheet planning from risk-return perspective;
- strategic management of interest and liquidity risk;
- adoption of Asset-Liability Management practices;
- providing a comprehensive and dynamic framework for measuring, monitoring and managing liquidity and interest rate risks of major operators in the financial system;
- forecasting and analysing 'What if scenario' and preparation of contingency plans; and
- any other subject as may be specified by NHB from time to time.

## Report on Corporate Governance (Contd.)

During the year under review, the ALCO held its meetings on April 25, 2022, July 25, 2022, August 08, 2022, September 30, 2022, October 20, 2022, December 15, 2022, January 25, 2023 and February 10, 2023.

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1	Mr. Subramanian Jambunathan	8	8
2	Mr. Gauri Shankar Agarwal	8	8
3	Mr. Nagendra Singh	8	8
4	Mr. Shivram Jagadeswaran	8	8

### 5. Stakeholder Relationship Committee

In terms of the Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), to specifically look into various aspects of interest of shareholders, debenture holders and other security holders the Company constituted the Stakeholder Relationship Committee.

The Stakeholder Relationship Committee was constituted on October 25, 2021 comprising of Mr. Yalamati Srinivasa Chakravarti as Chairman, Mr. Venkataraman Murali and Mr. Subramanian Jambunathan as Members. The Company Secretary acts Secretary to the Stakeholder Relationship Committee.

The terms of reference of the Stakeholder Relationship Committee, inter-alia, includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;
- (2) Review of measures taken for effective exercise of voting rights by shareholders;
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

During the year under review, the Stakeholder Relationship Committee held its meetings on July 21, 2022.

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1	Mr. Yalamati Srinivasa Chakravarti	1	1
2	Mr. Venkataraman Murali	1	1
3	Mr. Subramanian Jambunathan	1	1

### 6. Risk Management Committee

In terms of the Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), to specifically look into monitoring and reviewing of the risk management plan and such other functions as it may deem fit by the Risk Management Committee.

The Risk Management Committee was constituted on April 25, 2022 comprising of Mr. Venkataraman Murali, as Chairman, Mr. Srinivasa Chakravarti

Yalamati, Mr. Subramanian Jambunathan, Mr. Shivram Jagadeswaran and Mr. Sulabh Singal as Members. The Company Secretary acts Secretary to the Risk Management Committee.

The terms of reference of the Risk Management Committee, inter-alia, includes the following:

1. To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by





- the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
- b. Measures for risk mitigation including systems and processes for internal control of identified risks;
  - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
  3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
  4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
  6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
  7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

During the year under review, the Risk Management Committee held its meetings on July 21, 2022, October 19, 2022 and January 25, 2023.

Sr. No.	Name of Member	No. of Meetings held	No. of Meeting attended
1.	Mr. Venkataraman Murali	3	3
2.	Mr. Yalamati Srinivasa Chakravarti	3	3
3.	Mr. Subramanian Jambunathan	3	3
4.	Mr. Shivram Jagadeswaran	3	3
5.	Mr. Sulabh Singal	3	3

#### D. Remuneration of Directors:

The Non-Executive, Independent Directors get sitting fees for each of the Meeting of the Board and Committee (where he/she is a member) attended. The Managing Director (MD) and CEO of the Company is paid remuneration as per terms of his appointment approved by the Members. The details of remuneration of MD and CEO of the Company is mentioned in Annexure III of the Directors' report.

#### E. General Body Meetings:

##### 1. Location and time of last three Annual General Meetings (AGMs) and number of special resolution passed:

Year	Meeting	Location	Date	Time	Number of special resolutions passed
2019-20	10th AGM	No. 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004	July 30, 2020	11.00 a.m.	1
2020-21	11th AGM	No. 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004	July 08, 2021	11.30 a.m.	2
2021-22	12th AGM	No. 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004	June 07, 2022	01.00 p.m.	7

## Report on Corporate Governance (Contd.)

### 2. Extraordinary General Meeting during the FY 2022-23

The Company during the financial year conducted as Extraordinary General Meeting (EGM) on the following dates for the following purposes:

Year	Meeting
March 2, 2023	<ol style="list-style-type: none"> <li>To approve amendment of 'Shriram Housing Finance Limited Employees' Stock Option Scheme 2013' (the "SHFL ESOP Scheme 2013").</li> <li>To approve amendment of 'Shriram Housing Finance Limited Employees' Stock Option Scheme 2016' (the "SHFL ESOP Scheme 2013')</li> </ol>
March 4, 2023	To approve and increase in the limit of managerial remuneration of Mr. Subramanian Jambunathan (DIN: 00969478), Managing Director & CEO of the Company in excess of 5% of net profits of the Company.

### 3. Means of Communication

The Company has provided adequate and timely information to its member's inter-alia through by way of publication in newspapers, disclosure to BSE, display on its website, emails, annual reports etc. The annual and quarterly financial results of F.Y. 2023 were published in newspaper in English in "Business Standard" within 48 hours of conclusion of the Board Meetings at which the respective financials are approved and are sent to individual shareholders through email to those shareholders registered their email ids with the Company. The Annual Report of the Company containing director's report, financial statements, auditor's report thereon and other important information are circulated to members and other entities thereto by email. The Company's website contains a separate section 'Investor', where all vital information relating to the Company and its performance including financial results, important developments and corporate presentations, etc. are regularly posted on website.

#### 1. General Shareholder Information

##### (A) Company Registration Details

The Company is registered in the State of Chennai, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U65929TN2010PLC078004.

##### (B) Date, Time and Venue of AGM

The 13th AGM of the Company would be held on the day, date and time as mentioned in the Notice convening the said AGM.

##### (C) Financial year

The financial year of the Company is a period of twelve months beginning on 1st April every calendar year and ending on 31st March the following calendar year.

##### (D) Listing on Stock Exchange

The Company has its debt securities listed on following stock exchange:

##### **BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001



The annual listing fees for the financial year 2022-23, have been paid to BSE.

### (E) Contact Details

Particulars	Name	Address	Telephone Number	Fax Number	Email Id
Registrar and Transfer Agents (RTA)	Integrated Registry Management Services Private Limited	2nd Floor, Kences Towers No. 1 Ramakrishna Street, North Usman Road T Nagar, Chennai – 600 017	+91 44 2814 0801/02/03	044- 28142479	csdst@ integratedindia.in; csdstd@ integratedindia.in; benpos@ integratedindia.in
	Shriram Insight Share Brokers Ltd.	CK-5 & CK-6, Sector-II, Salt Lake City, Kolkata 700091	+91 33 3250 7069 +91 33 2358 7188	+91 33 2358 7189	swarup.hans@ shriraminsight.co.in.
Trustees for NCDs	Catalyst Trusteeship Limited	GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038	+91 (020) 2528 0081	+91 (020) 2528 0275	dt@ctltrustee.com
	Beacon Trusteeship Limited	4C & D Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (East) Mumbai Mumbai City MH 400051	+91 (022) 26558759		compliance1@ beacontrustee.co.in
	Vardhman Trusteeship Pvt Limited	The Capital, 421A, Bandra Kurla Complex, Bandra East, Mumbai 400051	+91 (022)- (42648335)		corporate@ vardhmantrustee. com
Statutory Authorities	Ministry of Corporate Affairs	A Wing, Shastri Bhawan, Rajendra Prasad, New Delhi 110001	+91 11 2338 4660/ 2338 4659		Appl.Helpdesk@ mca.Gov.In
	Securities and Exchange Board of India (SEBI)	Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051	+91-22-26449000 / 40459000	+91-22- 26449019- 22 / 40459019- 22	sebi@sebi.gov.in
	National Housing Bank (NHB)	Core 5A, India Habitat Centre, Lodhi Road, New Delhi 11003	011-24649031 - 35	011-2464 6988	ho@nhb.org.in
Stock Exchange	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	+91 22 2272 1233	+91 22 2272 1919	corp.comm@ bseindia.com
Depository	National Securities Depository Limited (NSDL)	Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400	+91 22 2499 4200 Toll free 1800 222 990	+91 22 2497 6351	info@nsdl.co.in
	Central Depository Services (India) Limited (CDSL)	Marathon Futurex, A- Wing, 25th floor, N M Joshi Marg, Lower Parel, Mumbai 400 013	+91 22 2305 8640/8624/ 8639/8663 Toll free 1800 22 5533		helpdesk@cdslindia. com

## Report on Corporate Governance (Contd.)

### (F) Address for correspondence

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

Corporate Office: Wockhardt Towers, East Wing, Level-3, C-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

Email id: sect@shriramhousing.in

### 2. Compliance Certificate from the Practicing Company Secretary

A certificate from a Practicing Company Secretary certifying the Company's compliance with the provisions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is annexed to this report as Annexure A.

### 3. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 1993

Number of Complaints filed during the F.Y. 2022-23	Number of complaints disposed of during F.Y. 2022-23	Number of Complaints pending as on F.Y. 2022-23
Nil	Nil	Nil

### 4. Other Disclosures

#### i. Related Party Transactions

All the related party transactions, entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis. There are no materially significant related party transactions entered by the Company with its Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. The Policy on related party transaction is available on the website of the Company <https://shriramhousing.in/our-policies-and-corporate-governance>.

#### ii. Fees paid to Statutory Auditor

Total fees for all services paid by the entity to the statutory auditor and all entities in the network firm/network entity

Particulars	Amount for FY 2022-23 (in lakh)
Audit Fees	28 lakh
Certification	7 lakh
Tax Audit	5.97
<b>Total</b>	<b>40.97</b>

#### iii. Whistle Blower and Vigil Mechanism Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower and Vigil Mechanism Policy in line with regulation 22 of the LODR. The Policy applies to all employees of the Company and no personnel have been denied access to the audit committee. Pursuant to the Policy, the whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, employee misconduct, illegality, misappropriation of Company's funds/assets etc. The details of the Policy are available on the website of the Company (<https://shriramhousing.in/our-policies-and-corporate-governance>).

#### iv. Code of Conduct and Ethics

The Company has laid down a Code of Conduct and Ethics (the Code) for the Board Members and Senior Management personnel of the Company. The Code is available on the website of the Company <https://shriramhousing.in/our-policies-and-corporate-governance>.

All Board Members and Senior Management personnel have affirmed compliance to the Code. A declaration signed by the Chief Executive Officer to this effect is enclosed at the end of this report as Annexure B.



The Code seeks to ensure that the Board Members and Senior Management personnel observe a total commitment to their duties and responsibilities while ensuring a complete adherence with the applicable statutes along with business values and ethics.

#### v. Compliance on Financial Reporting

The Managing Director & CEO and the CFO have issued certificate pursuant to provisions of Regulation 17(8) read with Part- B of Schedule II of the SEBI LODR, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's Affairs. It is attached as Annexure C to this report.

#### vi. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements pursuant to SEBI (LODR) Regulations, 2015.

The Company has complied with all mandatory requirements pursuant to SEBI (LODR) Regulations, 2015. The details of these compliances have been given in relevant sections of the report.

#### vii. Certificate from practicing company secretary regarding Non- debarment and Non- Disqualification of Directors

The Company has received a certificate from M/s P. Sriram & Associates (Now renamed to SPNP & Associates, peer reviewed firm), Practicing Company Secretaries to the effect that none of the directors on the Board of Company has debarred or disqualified from being appointed or continuing as director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory authority. The said certificate is attached as Annexure D.

### 5. Discretionary Requirements

#### (A) Non-Executive Chairperson

The Company does not have a regular Chairperson of the Board of Directors. The Directors of the Company unanimously elect one amongst themselves as the

Chairperson of the Board Meetings. The requirements applicable in terms of Regulation 17 of SEBI (LODR) Regulation, 2015 are complied with the Company.

#### (B) Shareholders Rights

The Company would be getting its quarterly/half yearly and annual financial results published in leading newspapers with wide circulation across the country and regularly update the same on its public domain website. In view of the same individual communication of quarterly, financial results to the shareholders will not be made. Further, information pertaining to important developments in the Company shall be brought to the knowledge of the public at large uploads/disclosures made on the Company website.

#### (C) Unqualified financial statements

The Auditors' Report on the audited annual accounts of the Company does not contain any qualification from the Statutory Auditors and it shall be the endeavor of the Company to continue the trend by building up accounting systems and controls which ensure complete adherence to the applicable accounting standards and practices obviating the possibility of the Auditors qualifying their report as to the audited accounts.

#### (D) Reporting of Internal Auditor

The Internal Auditor of the Company reports to Managing Director & CEO and has direct access to the Audit Committee. Except as set out above, the Company has not adopted the non-mandatory requirements as to any of the other matters recommended under Part E of Schedule II of Regulation 27(1) of SEBI (LODR) Regulations, 2015.

This Corporate Governance Report of the Company for the financial year ended March 31, 2023 are in compliance with the requirements of Corporate Governance as prescribed under Regulations 17 to 27 of the SEBI LODR, to the extent applicable to the Company.

## Annexure - A

### **Corporate Governance Compliance Certificate under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of  
**Shriram Housing Finance Limited**

We have examined all the compliance of conditions of Corporate Governance by Shriram Housing Finance Limited ('the Company') for the year ended on March 31, 2023 as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Obligations and Disclosures Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SPNP & Associates**

**Nithya Pasupathy**

Membership Number: 10601

Certificate of Practice Number.: 22562

Peer Review Number: 1913/2022

UDIN: F010601E000209723

Place: Chennai  
Date: April 27, 2023



## Annexure - B

### **Declaration by Managing Director and Chief Executive Officer [Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Board of Directors of  
Shriram Housing Finance Limited

I, Mr. Subramanian Jambunathan, Managing Director & Chief Executive Officer of Shriram Housing Finance Limited hereby declare that, all the Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct of the Company laid down for them for the year ended March 31, 2023.

**Subramanian Jambunathan**  
Managing Director & Chief Executive Officer

Place: Mumbai  
Date: April 24, 2023

## Annexure - C

### **COMPLIANCE CERTIFICATE (Pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Board of Directors of  
Shriram Housing Finance Limited

We, the undersigned, in our respective capacities as Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that:
  - (i) there have been no significant changes in internal control over financial reporting during this year;
  - (ii) there have been no significant changes in accounting policies during this year; and
  - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Subramanian Jambunathan**  
Managing Director & Chief Executive Officer

**Gauri Shankar Agarwal**  
Chief Financial Officer

Place: Mumbai  
Date: April 24, 2023





## Annexure - D

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To the Members of  
Shriram Housing Finance Limited  
123, Angappa Naicken Street,  
Chennai- 600001, Tamil Nadu, India.

I have examined the relevant registers, records, forms and returns and disclosures received from the Directors of M/s Shriram Housing Finance Limited having CIN: U65929TN2010PLC078004 and having registered office at 123, Angappa Naicken Street, Chennai 600001, Tamil Nadu, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including DIN status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company, its officers;

I hereby certify that none of the Directors who were on the Board of the Company as stated below for the Financial Year ending on March, 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1	Mr. Srinivasa Chakravarthy Yalamati	00052308	09/11/2010
2	Mr. Venkataraman Murali	00730218	17/07/2013
3	Mr. Subramanian Jambunathan	00969478	20/11/2018
4	Ms. Lakshminarayanan Priyadarshini	06592671	16/10/2018

Ensuring the eligibility of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification.

For **SPNP & Associates**

**Nithya Pasupathy**

FCS No: 10601/ CP No: 22562

Peer Review No. 1913/2022

UDIN: F010601E000209822

Place: Chennai

Date: April 27, 2023