



Notice of the 13th Annual General Meeting

Shorter Notice is hereby given that the 13th Annual General Meeting ("AGM") of the Members of Shriram Housing Finance Limited (the "Company"), will be held on Monday, May 29, 2023 at 12.00 P.M. at 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 along with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Srinivasa Chakravarti Yalamati (DIN: 00052308), who retires by rotation under the provisions of the Companies Act, 2013 and eligible, offer himself for re-appointment.

Special Business:

3. To consider and approve private placement of Non-Convertible Debentures and / or other Debt Securities.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to provisions of the Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India ("SEBI") (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended time to time, and other applicable SEBI regulations and guidelines, and the circulars and clarifications issued by National Housing Bank ("NHB") from time to time and subject to such other applicable laws, rules and regulations, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any duly constituted

Committee of the Board), 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), for making offer(s) or invitation(s) to subscribe and to allot Secured / Unsecured / Redeemable / Non-Redeemable / Market Linked Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds, Commercial papers and / or other debt securities, etc., on a private placement basis, in one or more series / 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, Foreign Institutional Investors, Foreign Portfolio Investors, Banks, Mutual Funds, Provident Funds, Corporates and such other entities / persons eligible to apply / subscribe the securities on such terms and conditions as may be decided, from time to time, determine and consider proper and most beneficial to the Company for refinancing of existing debt within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine, negotiate, modify and finalize the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilization of issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.

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."

4. To consider and approve revision in remuneration of Mr. Subramanian Jambunathan (DIN: 00969478), Managing Director & CEO of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Article of Association of the Company and such other permissions, sanction(s) as may be required and as recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Subramanian Jambunathan, Managing Director & CEO of the Company (DIN - 00969478) w.e.f. April 1, 2023, as detailed below:

A. Remuneration:

- (i) Salary: INR 10,71,455/- per month.
- (ii) Special Allowance – INR 4,11,806/- per month

B. Perquisites:

- (i) Housing – Rent free accommodation owned / leased / rented by the Company or Housing Allowance in lieu thereof as per the Rules of the Company, viz. 50% of the Salary per month.
- (ii) Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.
- (iii) Flexi Benefits: Reimbursement of upto INR 25,44,834/- per annum towards any or all of the following heads :
 - a. Medical Reimbursement – Reimbursement of medical, surgical and hospitalization expenses for the Managing Director & CEO and family;

- b. Reimbursement of personal motor vehicle(s) expenses, including maintenance, parking/toll charges as well as drivers’ salary on Company’s business on actual basis;
- c. Leave Travel Concession – for the Managing Director & CEO and family;
- d. Expenditure on Business development
- (iv) Club Fees – Subscription limited to a maximum of two clubs. Reimbursement of both joining and actual fees. All official expense in connection with such membership incurred would be reimbursed by the Company.
- (v) Free telephone at residence.
- (vi) Employees Stock Options – As may be decided by the NRC/Board of Directors from time to time according to the Employee Stock Option Schemes of the Company.
- (vii) Leave as per the Company’s Rules.
- (viii) Other Terms – As per the Company’s Rules and as may be agreed to by the Board from time to time.
- (ix) Eligible for Variable Pay – As per the Company’s Rules

C. Other Applicable Terms:

- (i) The Managing Director & CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.
- (ii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund – As per the rules of the Company. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (iii) Gratuity - Not exceeding half a month’s salary for each completed year of service.
- (iv) Encashment of leave at the end of the tenure - As per rules of the Company.
- (v) Group term life insurance premium of INR 7,128/- per annum



- (vi) Health Insurance premium of INR 9,998/- per annum
- (vii) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Policy in force from time to time, as it may deem fit and proper subject to the applicable provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the approval of the Board be and is hereby accorded for payment of performance bonus of INR 50,00,000 to Mr. Subramanian Jambunathan, Managing Director & CEO of the Company for the financial year 2022-23.

RESOLVED FURTHER THAT except for the revision as stated above, all other terms and conditions of appointment, as approved earlier by the Members shall remain unaltered.

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 as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

5. To approve alteration of Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 of Companies Act, 2013 and Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021, the consent of the members be and is hereby accorded to alter the articles of association of the Company for addition of following clause under powers of the Board:

Clause 89.39

"The Board of Directors be authorized to appoint a person nominated by the Debenture Trustee as Director on the Board of the Company in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time.

Nothing in this sub clause shall apply in the event that the debenture trustee fails to prove beyond doubt that the Company has defaulted in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time."

RESOLVED FURTHER THAT Mr. Subramanian Jambunathan, Managing Director and CEO or the Mr. Gauri Shankar Agarwal, Chief Financial officer or Mrs. Puja Shah, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

6. To approve modification of "Shriram Housing Finance Limited Employees' Stock Option Scheme 2016" (the "SHFL ESOP Scheme 2016").

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), as may be to certain extent and other provisions as may be applicable, including any amendment thereto or re-enactment thereof, any regulations, guidelines, circulars and notifications issued thereunder and subject to such other approvals, consents, permissions and/or sanctions as may be required from time to time from any

appropriate regulatory or statutory authority / institution or body and subject to such terms and conditions as may be prescribed / imposed by any of them, the approval of the shareholders of the Company be and is hereby accorded for modification of Clause 9(iv) and addition of Clause 10(iii) to the "Shriram Housing Finance Limited Employees' Stock Option Scheme 2016" (the "SHFL ESOP Scheme 2016"), as follows:

Clause 9 (iv)

Grant of Options:

The Grant of Options will be done once every financial year. However, in case of any deviation, the same would be approved by the Nomination & Remuneration Committee or the Board of Directors.

Clause 10

Vesting of Options:

- i. Upon the Employee continuing in the employment of the Company and upon compliance with the terms of this Scheme, the Options granted by the Company on the recommendations of the Committee would vest with the employees over the Vesting period.
- ii. The Vesting Schedule is set out below:
 - a. 1/3rd of the options will be vested on the completion of one calendar year after the date of grant of options;
 - b. 1/3rd of the options will be vested on the completion of two calendar years after the date of grant of options;
 - c. Remaining options – will be vested at the end of three calendar years from the date of grant of options.
- iii. For all grants made under this scheme on or after 1st April 2023, upon the Employee continuing in the employment of the Company and upon compliance with the terms of this Scheme, the Options granted by the Company on the recommendations of the Nomination and Remuneration Committee would vest with the Employee over the vesting period in the vesting schedule set out below:
 - a. 1/4th of the options will be vested on the completion of two calendar year after the date of grant of options.
 - b. 1/4th of the options will be vested on the completion of three calendar years after the date of grant of options
 - c. 1/4th of the options will be vested on the completion of four calendar years after the date of grant of options
 - d. Remaining options – will be vested at the end of five calendar years from the date of grant of options.

RESOLVED FURTHER THAT the other terms and conditions of the SHFL ESOP Scheme 2016 will remain unchanged.

RESOLVED FURTHER that the Board of Directors (including any Committee thereof), Head - Human Resources and the Company Secretary, be and are hereby severally authorized to do all such acts, sign and execute all deeds, applications, instruments, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution."

By order of the Board of Directors
For **Shriram Housing Finance Limited**

Puja Shah

Company Secretary & Compliance Officer

Date: May 26, 2023



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special businesses to be transacted at Annual General Meeting (the "Meeting") is annexed herewith.
2. The Notice of the Meeting is also posted on the website of the Company i.e. www.shriramhousing.in.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of herself / himself and a proxy need not be a Member of the Company. The instrument appoints the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
4. 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. The holder of proxy shall prove her / his identity at the time of attending the Meeting.
5. 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.
6. Attendance Slip, Proxy Form and the route map of the venue of the Meeting are annexed hereto.
7. 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.
8. Shareholders are requested to intimate changes in their address, if any, quoting the folio number / DP-ID and Client ID, to the Company.
9. All documents referred to in the Notice and in the accompanying explanatory statement are open for inspection in electronic mode at the Registered Office 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.:3

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company, it is proposed to raise funds by issue of securities namely, secured, Unsecured, Market Linked, redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds or any other Debt Securities on private placement basis.

As per the provision of the Section 42 and any other provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, a Company offering or making an invitation to subscribe to Secured / Unsecured / Redeemable / Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year, NCDs including subordinated debentures, bonds and / or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities and refinancing of the existing debt obligations of the Company.

The Board of Directors at their Meeting held on April 24, 2023, has considered the possibility of the Company being required to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing Annual General Meeting.

It is therefore, proposed to obtain an enabling approval of shareholders to offer or invite subscription for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with the authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security use of proceeds or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto and the Board in its absolute discretion deem fit. The Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of

the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as set out in Item No. 3 appended to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board accordingly, recommends the Special Resolution set out at Item No. 3 of accompanying Notice for the approval of the Members.

Item No.: 4

The Members of the Company at the Extra-Ordinary General Meeting held on December 18, 2018 had approved the appointment of Mr. Subramanian Jambunathan (DIN 00969478) as Managing Director & Chief Executive Officer of the Company with effect from November 20, 2018 for a period of five years.

Mr. Subramanian Jambunathan, aged 53 years, is a Management Graduate from IIM – Bangalore. He has a total work experience of over three decades in the banking and financial services sector across organizations like HSBC, Citibank, ANZ Grindlays Bank and IBM–India (then TISL). He successfully led independent businesses with complete P&L accountability, over the more than 15 years. He has served in Senior Management roles in diverse functions ranging from business process reengineering to heading a business. He has been instrumental in building businesses in Assets, Credit Cards, consumer finance and Mortgages, rebuilding and reengineering debt management infrastructure and has also led branch banking teams. Mr. Subramanian joined the Shriram Group in the year 2010. His role as an Executive Director at Shriram City Union Finance Limited entails building and growing the lending business across all the retail lending products (SME, Business Loans, Personal Loans, Mortgages and other collateralised loans), pan India. He has attended all the Board Meetings held during the year. He is a director in Sothern Equipment Finance Limited and K. P. I. Teleservices Private Limited.

Mr. Subramanian has contributed in achieving overall growth and progress of Shriram Housing Finance Limited.

Keeping in view of the dedication, meritorious services and significant contribution made by the Company under his leadership and guidance to the overall growth of the Company, the Company proposes to increase the remuneration of Mr. Subramanian Jambunathan, MD & CEO of SHFL.

The remuneration proposed to be paid to Mr. Subramanian Jambunathan is in accordance with the Section 196 and 197 read with Schedule V of the Act and requires the approval of the Members. The details of the proposed remuneration will be available for inspection by any Member of the Company without payment of fee at the Company's Registered Office during the business hours.

Except Mr. Subramanian Jambunathan, none of the other Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors accordingly recommends Special Resolution set out at Item No.4 of the accompanying Notice for approval of the Members.

Item No. 5

The Company proposes to alter the existing Articles of Association of the Company to align them with the amendment brought by SEBI vide notification dated February 2, 2023. As per the said notification, all the debt securities listed companies under Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, are required to alter their articles of association on or before September 30, 2023 to provide the Board of Directors the power to appoint a person nominated by the Debenture Trustee as Director on the Board in the event of two consecutive defaults in payment of interest to the debenture holders, default in creation of security for debentures or default in redemption of debentures as per clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time.

It is therefore proposed to add Clause 89.39 as enumerated below in the existing articles of the Company

"The Board of Directors be authorized to appoint a person nominated by the Debenture Trustee as Director on the Board of the Company in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time.

Nothing in this sub clause shall apply in the event that the debenture trustee fails to prove beyond doubt that the Company has defaulted in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities Exchange



Board of India (Debenture Trustees) Regulations, 1993 for its listed debt securities as amended from time to time.”

The Board of Directors accordingly recommends Special Resolution set out at Item No.5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Item No. 6

The Members of the Company are hereby informed that SHFL ESOP Scheme 2016 was approved by the Board at their Meeting held on October 21, 2016 and subsequently approved by the shareholders of the Company at their Extra-ordinary General Meeting held on December 13, 2016 to create, offer, issue and allot at any time to or for the benefit of the employees of the Company under the Scheme such

number of stock options exercisable into equity shares with an objective to facilitate employee participation in the ownership of the Company by offering Equity Shares of the Company to Eligible Employees of Company.

The Scheme was modified on approval of shareholders at their Extra-Ordinary General Meeting held on following dates:

- August 20, 2021 for alignment of inconsistency clauses in both the Schemes;
- March 02, 2023 for advanced for vesting and exercisability of the granted options at discretion of Board of Directors;

Further with a view to motivate and retain employees for longer period in the Company, the Company proposes following changes in the vesting period for all grants to employees on or after April 1, 2023:

Name of the Scheme	Existing	Proposed	Justification/ rationale for amendment.
SHFL ESOP Scheme 2016	<p>Clause: 9(iv) The Grant of Options will be done once every financial year.</p> <p>Clause 10 Vesting Options (iii) No such clause</p>	<p>Clause: 9(iv) The Grant of Options will be done once every financial year. However, in case of any deviation, the same would be approved by the Nomination & Remuneration Committee or the Board of Directors.</p> <p>Clause 10 Vesting Options (iii) For all grants made under this scheme on or after 1st April 2023, upon the Employee continuing in the employment of the Company and upon compliance with the terms of this Scheme, the Options granted by the Company on the recommendations of the Nomination and Remuneration Committee would vest with the Employee over the vesting period in the vesting schedule set out below:</p> <p>a.1/4th of the options will be vested on the completion of two calendar year after the date of grant of options;</p> <p>b.1/4th of the options will be vested on the completion of three calendar years after the date of grant of options;</p> <p>c. 1/4th of the options will be vested on the completion of four calendar years after the date of grant of options</p> <p>Remaining options – will be vested at the end of five calendar years from the date of grant of options.</p>	<p>Management is of the opinion that change in vesting period will motivate and retain employees for longer period in the Company</p>

Further, in terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, it is hereby confirmed that amendments in the Scheme are not prejudicial to the interests of the option holders.

A full draft copy of the amended Scheme would be available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day up to the date of meeting and during the continuance of meeting.

The Key Managerial Persons (KMPs) of the Company may be deemed to be concerned or interested in the Resolution

to the extent of the employee stock options granted to them. None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any ways, except as mentioned previously are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends passing of the Special Resolutions at Item No. 6 of the accompanying Notice for approval by the members of the Company.

Shriram Housing Finance Limited

Registered Office: 123, Angappa Naicken Street, Chennai – 600 004

CIN: U65929TN2010PLC078004 | Website: www.shriramhousing.in | E-mail ID: sect@shriramhousing.in

ATTENDANCE SLIP

Annual General Meeting – (Day), (Date)

*DP Id. / Client Id.		Name and Address of the registered Shareholder:
Regd. Folio No.		
No. of Share(s) held		

I / We hereby certify that I am / we are a Member / proxy for the Member of the Company.

I / We hereby record my / our presence for the Annual General Meeting of the Members of Shriram Housing Finance Limited held on Monday, May 29, 2023, at 12.00 p.m. at 144, Santhome High Road, Shriram City Business Solution 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.

Shriram Housing Finance Limited

Registered Office: 123, Angappa Naicken Street, Chennai – 600 004 (TN)

CIN: U65929TN2010PLC078004 | Website: www.shriramhousing.in | E-mail ID: sect@shriramhousing.in

Proxy Form No. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) Registered Address
E-mail ID Folio No.

I / We, being the Member(s) of shares of the above named company, hereby appoint:

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
E-mail ID	E-mail ID	E-mail ID
Signature:....., or failing him / her	Signature:....., or failing him / her	Signature:....., or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held at no. 144, Santhome High Road, Shriram City Business Solution Centre, Mylapore, Chennai - 600 004 on Monday, May 29, 2023 at 12.00 p.m. and at any adjournment thereof in respect of such resolution(s) as indicated below:

Resolution No. & Matter of Resolution	For	Against
1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 along with Reports of Board of Directors and Auditors thereon.		
2. To appoint a Director in place of Mr. Srinivasa Chakravarti Yalamati (DIN: 00052308), who retires by rotation under the provisions of the Companies Act, 2013 and eligible, offer himself for re-appointment.		
3. To approve private placement of Non-Convertible Debentures and/or other Debt Securities for refinancing of existing Debt.		
4. To consider and approve revision in remuneration of Mr. Subramanian Jambunathan (DIN: 00969478), Managing Director & CEO of the Company.		
5. To approve alteration of Articles of Association of the Company		
6. To approve modification of "Shriram Housing Finance Limited Employees' Stock Option Scheme 2016" (the "SHFL ESOP Scheme 2016")		

Signed this..... day of..... 2023

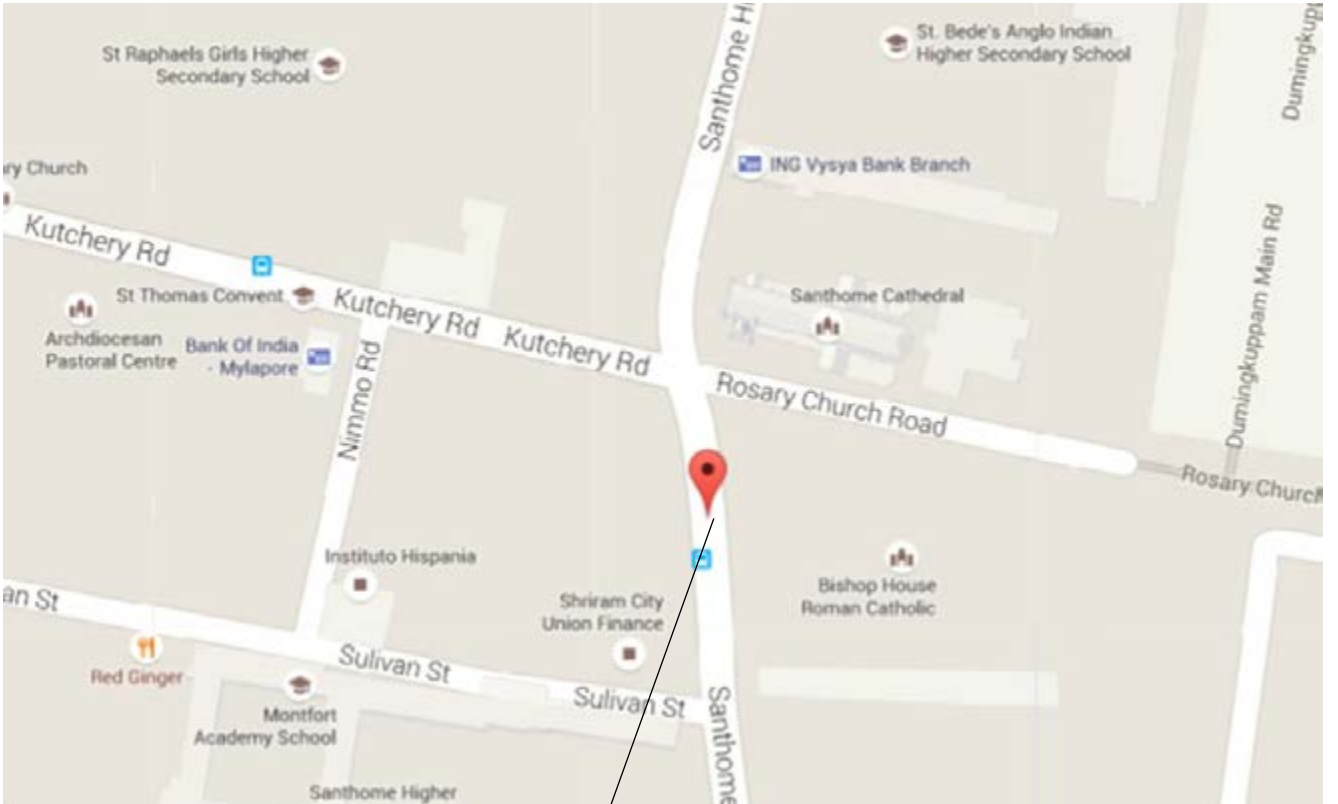
Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes: This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to AGM Venue



**No. 144, Santhome High Road,
Shriram City Business Solutions Centre
Mylapore, Chennai - 600 004**

Landmark: Opposite to Bishop House Santhome Cathedral