

Date: April 21, 2024

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street, Fort,
Mumbai 400 001

Dear Sir/Madam,

Sub.: Corporate Governance Report – 31.03.2024

Pursuant to the Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, we hereby submit the compliance report on Corporate Governance Report for the quarter ended March 31, 2024.

We request you to take the same on your records.

Thanking you.

Yours Faithfully,
For **Shriram Housing Finance Limited**

Puja Shah
Company Secretary and Compliance Officer

Place: Mumbai

Encl.: As Above.



Annexure - I
Report on Corporate Governance for the quarter and year ended March 31, 2024

1. Name of Listed Entity: Shriram Housing Finance Limited.
2. Quarter ending: March 31, 2024.

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Executive/ Non-Executive / independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Subramanian Jambunathan	DIN: 00969478	Executive Director	20-07-2018	23-11-2023	-	-	11-02-1970	1	0	2	0
Mr.	Srinivasa Chakravarti Yalamati	DIN: 00052308	Non-Executive, Non-Independent Director	09-11-2010	-	-	-	10-06-1963	2	0	2	1
Mr.	Venkataraman Murali	DIN: 00730218	Non-Executive, Independent Director	17-07-2013	19-07-2019	31-03-2024	128.15	15-11-1959	1	1	2	1
Ms.	Lakshminarayana Priyadarshini	DIN: 06592671	Independent, Non-Executive Director	16-10-2018	28-09-2023	-	65.16	02-07-1974	2	2	2	0
Mr.	Gauri Shankar Agarwal	DIN: 02979228	Executive Director	21-09-2023	28-09-2023	-	-	24-08-1967	0	0	1	0
Mrs.	Maya	DIN:	Non-Executive,	28-03-2024	-	-	0.40	09-03-1959	6	6	4	1

Swaminathan Sinha	03056226	Independent Director									
Whether Regular chairperson appointed - No											
Whether Chairperson is related to managing director or CEO – No											
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.											

Note: As per the SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/256 dated May 31, 2021, PAN details of any directors would not be displayed on the website of Stock Exchange, hence we have not provided the same.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive/Non-Executive / independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Venkataraman Murali 2. Ms. Lakshminarayanan Priyadarshini 3. Mr. Subramanian Jambunathan	1. Independent, Non-Executive, Chairperson 2. Independent, Non-Executive 3. Executive Director	27-10-2014 17-10-2018 17-10-2018	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Venkataraman Murali 2. Ms. Lakshminarayanan Priyadarshini 3. Mr. Srinivasa Chakravarti Yalamati	1. Independent, Non-Executive, Chairperson 2. Independent, Non-Executive 3. Non-Executive, Non-Independent	26-04-2014 17-10-2018 17-10-2018	-
3. Risk Management Committee (if applicable)	Yes	1. Mr. Venkataraman Murali 2. Mr. Srinivasa Chakravarti Yalamati 3. Mr. Subramanian Jambunathan 4. Mr. Shivram Jagadeswaran 5. Mr. Gauri Shankar Agarwal	1. Independent, Non-Executive, Chairperson 2. Independent, Non-Executive 3. Executive Director 4. Chief Credit Officer 5. Executive Director	25-04-2022 25-04-2022 25-04-2022 25-04-2022 20-10-2023	
4. Stakeholders Relationship Committee	Yes	1. Mr. Srinivasa Chakravarti Yalamati 2. Mr. Venkataraman Murali 3. Mr. Subramanian Jambunathan 4. Mr. Gauri Shankar Agarwal	1. Non-Executive, Non-Independent, Chairperson 2. Independent, Non-Executive 3. Executive Director 4. Executive Director	25-10-2021 25-10-2021 25-10-2021 20-10-2023	-
5. Corporate Social responsibility Committee	Yes	1. Mrs. Lakshminarayanan Priyadarshini 2. Mr. Srinivasa Chakravarti Yalamati 3. Mr. Subramanian Jambunathan	1. Independent, Non-Executive, Chairperson 2. Non Independent, Non-Executive 3. Executive Director	17-10-2018 17-10-2018 17-10-2018	-

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
20-10-2023	23-01-2024	Yes	5	2	94
-	22-03-2024	Yes	5	2	58

* to be filled in only for the current quarter meetings

IV. Meetings of Committees						
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>	
Audit Committee						
23-01-2024	Yes	3	2	20-10-2023	94	
22-03-2024	Yes	3	2	-	58	
Risk Management Committee						
23-01-2024	Yes	4	1	20-10-2023	94	
Nomination & Remuneration Committee						
22-03-2024	Yes	3	2	20-10-2023	153	
Corporate Social Responsibility Committee						
23-01-2024	Yes	3	1	-	186	
IT Strategy Committee						
-	-	-	-	22-11-2023	-	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.
 **to be filled in only for the current quarter meetings.

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes / No / NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.

For Shriram Housing Finance Limited

Puja Shah
Company Secretary and Compliance Officer
Place: Mumbai