SHRIRAM City
MONEY WHEN YOU NEED IT MOST

Ref: D: STEC

June 3, 2017

The Secretary,
BSE Ltd
P J Towers,
Dalal St,
Mumbai 400 001

The Manager
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra- Kurla Complex Bandra (E)
Mumbai 400 051

Sir,

Ref: Scrip Code: BSE – 532498 and NSE – SHRIRAMCIT

As required under Regulation 30 read with Schedule III (Part A) (12) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed 31st AGM Notice together with the explanatory statement along with attendance slip and proxy form.

We request you to kindly take the above information on records.

Thanking you,

Yours faithfully,
For Shriram City Union Finance Limited,

3/6/2017

C R Dash
Company Secretary

Encl:a..a

SHRIRAM CITY UNION FINANCE LIMITED
CIN : L65191TN1986PLC012840
Regd. office: 123, Angappa Naicken Street,
Chennai 600 001, Tamil Nadu. Telephone No + 91 44 2534 1431
Secretarial Office: 144, Santhome High Road, Mylapore, Chennai-600004,
Telephone No +91 44 43925300
Website : www.shriramcity.in ; Email : sect@shriramcity.in

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

NOTICE OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that 31st Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") will be held on Friday, June 30, 2017 at 10 A M at Narada Gana Sabha (Mini Hall), No 314, T T K Road, Alwarpet, Chennai 600 018 to transact the following business.

ORDINARY BUSINESS:

Item no - 1: Adoption of financial statements

(i) To receive, consider and adopt the audited standalone financial statements of the Company including the audited Balance Sheet as at March 31, 2017 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(ii) To receive, consider and adopt the audited consolidated financial statements of the Company including the audited consolidated Balance Sheet as at March 31, 2017 and the consolidated statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Item no - 2 : Declaration of dividend

To declare final dividend of ₹ 10.00 per equity share of ₹ 10 each and to confirm the payment of interim dividend of ₹ 5.00 per equity share of ₹ 10 each of the Company, already paid during the financial year ended March 31, 2017.

Item no - 3 : Appointment of Director

To appoint a Director in place of Sri Gerrit Lodewyk Van Heerde (holding Director Identification Number 06870337) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and is eligible for re-appointment.

Item no - 4 : Appointment of Auditors

To appoint auditors of the Company and to pass the following resolution thereof.

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Audit and Auditors) Rules, 2014 ("Rule") and Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") including any statutory modification(s) or enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit and Risk Management Committee ("Committee") and the Board of Directors of the Company ("Board"), M/s G D Apte & Co., Chartered Accountants, (Firm Registration Number 100515W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors be and are hereby appointed as Auditors of the Company , to hold such office for a term of five years from the conclusion of this Annual General Meeting ("31st AGM") till the conclusion of the 36th AGM with ratification of their appointment by members at every AGM on such remuneration in addition to reimbursement/payment of out of pocket expenses 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 **AND** the Board be and hereby authorized

to do all acts, file necessary returns with statutory authorities and take all such steps as may be considered necessary, proper, expedient to give effect to this resolution".

SPECIAL BUSINESS:

Item no - 5 : Re-appointment of Sri Duruvasan Ramachandra as Managing Director and Chief Executive Officer (CEO)

To consider and if thought fit to pass with or without modification(s), the following resolutions as Ordinary Resolutions.

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board ("Board" which shall be deemed to include any duly authorised committee thereof for the time being exercising the power conferred on the Board by this resolution) and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014 and the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri Duruvasan Ramachandra as Managing Director and Chief Executive Officer ("MD and CEO") of the Company for a period of 3 years with effect from June 6, 2017 to perform such duties and exercise such powers as may from time to time lawfully entrusted to and conferred upon by the Board on terms and conditions including remuneration as detailed below, subject to such modification as may be approved and agreed to by the Board AND the Board is hereby authorised to take such steps and do all such acts, deeds and things including execution of any agreement/document as may be considered necessary, proper and expedient to give effect to this resolution".

A. Remuneration:

i. Salary: ₹ 5,00,000/- per month with annual increment of not less than 10% per annum with effect from April 1 every year. Any increment more than 10% per annum shall be decided by the Board.

B. Perquisites :

i. Club Fees Annual membership (no life or admission membership fees) fees for a maximum of two clubs, all expenses at club for official purpose shall be reimbursed or paid to the club by the Company.

ii. Expenditure on entertainment, business promotion. Travel undertaken and other expenses incurred reasonably for official purpose shall be borne by the Company.

iii. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall be paid as per the rules of the Company.

iv. Leave and encashment of leave shall be as per the rules of the Company.

v. Reimbursement of expenses incurred on medical, surgical and hospitalization for MD and CEO and family shall be made upto ₹ 1,00,000 per annum.

vi. Company shall provide a suitable car. The running and maintenance expenses including driver's salary for use on Company's business shall be borne/reimbursed by the Company.

vii. Leave Travel concession shall be paid / borne by the Company for the MD & family subject to a maximum of ₹ 2,00,000 per annum.

viii. Telephone: Charges / bills for one mobile phone, telephone at office and telephone at

residence shall be borne/reimbursed by the Company as per it's rule.

ix. Payment for water, gas, electricity, soft furnishing of residence, Newspaper and periodicals subject to a maximum of 10% of salary shall be paid/reimbursed by the Company.

x. The premium on personal accident/ group insurance shall be paid as per Policy of the Company subject to a maximum of ₹ 4000 per annum.

xi. Employee Stock Option - Employees stock option may be granted as decided by the Nomination and Remuneration Committee/ Board from time to time according to the Employees Stock Option Scheme of the Company and applicable regulations.

C. Other Terms:

i. Income tax and other applicable taxes, if any shall be deducted at source as per prevailing laws/regulations.

ii. The MD and CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.

iii. In the event of absence or inadequacy of profits in any financial year, the MD and CEO shall be paid the above remuneration, allowances and perquisites subject to requisite approval, if any.

iv. The Board may revise the existing or allow any other facilities/perquisites, from time to time, within the permissible limits of provisions of law.

v. Unless the Board decides otherwise, the MD shall not retire by rotation.

vi. This appointment can be terminated by either party giving 3 months notice in writing or by paying remuneration in lieu of such notice.

vii. If the MD and CEO ceases to be Director of the Company at any time for any reason whatsoever he shall cease to be the MD and CEO forthwith and *vice versa.*

Item no - 6 : Borrowing Powers under Section 180 (1) (c) of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as SPECIAL RESOLUTIONS.

"RESOLVED THAT in supersession of the Special resolutions passed at the Thirtieth Annual General Meeting of the Company held on July 28, 2016 and pursuant to Section 180 (1) (c), Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant Rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) applicable regulations of Securities and Exchange Board of India, Reserve Bank of India and any other applicable regulations, if any, the approval 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 it's power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum (s) of money(s), long term or short term, fund based or non fund based , in Indian Rupee or in any foreign currency, unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's Assets and Properties for and on behalf of the Company, by way of loan(s), financial assistance(s), commercial paper(s), senior note(s), Rupee denominated bonds off shore markets, issuance of bond(s) in whatever name

called from bank(s), banking company(ies), financial institution(s), body (ies) corporate(s), person(s) **and** by way of invitation, offer, issue and allotment of redeemable non convertible debenture(s), subordinated debt(s), security(ies), debt security(ies), bond(s), any paper (s) convertible or non convertible or partly convertible, in one or more tranches on private placement basis as well as by public issue from any or all the Entity(ies) [the term "Entity" shall be deemed to include, individuals, persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs") Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Employees, Director(s)/Key Managerial Personnel(s) ("KMP"), Relation(s) of Director(s) / KMP(s), Related Party(ies) any person/institution as the Board may decide from time to time] separately or any combination thereof by any permissible methods as the Board may decide including but not limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document, any other document or otherwise **and** by way of acceptance of deposits/loans from any or all of the Entity(ies) referred above, any combination thereof **and** by way of any other permissible instruments or methods of borrowings on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital and free reserves of the Company so that the total amount borrowed and outstanding at any point of time shall not exceed ₹ 30,000 crores (Rupees Thirty thousand crores).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities referred in aforesaid resolution and for reserving the aforesaid right."

Item no - 7: Private Placement of Securities

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

"**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 ("Rule"), and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("Debt Regulations") Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended from time to time ("LODR"), and the regulation, circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies ("NBFC") from time to time and such other applicable laws and regulations and Memorandum and Articles of Association of the Company, the approval 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 it's power including the power conferred by this resolution), to offer, invite, issue, allot secured or unsecured on a private placement basis, in one or more tranches Redeemable Non-Convertible Debentures ("NCDs"), Subordinated Debts, Bonds and other similar Debt Securities/instruments not exceeding ₹ 10,000 crores (Rupees Ten thousand crores) within overall borrowing limit of the Company during the period commencing from the conclusion of 31st Annual General Meeting ("AGM") until the conclusion of the 32nd AGM of the Company to the individuals, persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs") Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Director(s)/Key Managerial Personnel(s) ("KMP"), Relation(s) of Director(s)/KMP(s), Related Party(ies) any person/institution 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 and any other matter of the issue **and** the Board for the purpose of giving effect to this resolution, 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 and 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

For **Shriram City Union Finance Limited**

C R Dash

Company Secretary

Place : Chennai

Date : May 25, 2017

Notes forming a part of the Notice:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("Act") with respect to ordinary/special business set out in item no.4 to 8 of the Notice is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT PROXY(IES) TO ATTEND AND ON A POLL VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY**.

3. **A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder**.

4. A blank proxy form is enclosed. The proxy form duly completed, stamped and executed must be deposited at the office of the Registrar and Transfer Agent at M/s Integrated Registry Management Services Private Ltd (formerly known as Integrated Enterprises (India) Ltd), 2nd Floor, Kences Towers, No.1 Ramakrishna Street, Off. North Usman Road, T. Nagar, Chennai - 600 017 ("RTA") at least forty-eight hours before the time fixed for the commencement of the AGM.

5. Members/Proxy holders are requested to produce at the entrance, the attached attendance slip duly filled in and signed for admission to the meeting hall. Duplicate Attendance slips will not be provided at the hall.

6. During the period beginning 24 hours before the time fixed for commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during 10 am to 4 pm, provided not less than three days notice is given in writing to the Company.

7. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting ("AGM"), is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Act and the Rules thereunder.

8. The Notice is sent to all the Members, whose names appear in the Register of Members as on Friday, May 26, 2017. The Notice of the Meeting is also posted on the website of the Company, which can be accessed with the web link- https://www.shriramcity.in/Investors ---> AGM/EGMs. The physical copies of these documents and the financial statement including consolidated financial statements, auditors report thereon and every document referred thereto shall be available at the Registered office of the Company for inspection on working days between 10 am to 4 pm, 21 days before the date of AGM.

9. The Company is providing facility for voting by electronic means and the business set out in this notice shall be transacted through e-voting. The members can cast their votes by way of remote e-voting in proportion to their shares of the paid up

equity share capital of the Company as on the cut-off date June 23, 2017. Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice of this AGM and holding shares as of the cut-off date i.e. June 23, 2017 may obtain the login id and password by sending a request for remote e-voting to the RTA. However if you are already registered with CDSL for e-voting, then you can use your existing user id and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot user details/password" option available on www.evotingindia.com.

10. As per circular issued by National Payments Corporation of India dated December 5, 2016, the penalty for transactions presented with old account numbers was levied from January 1, 2017 for account numbers with length less than or equal to 8 digits for Indian Bank and account numbers with length less than or equal to 9 digits for all banks. Hence all the members are requested to update account numbers in the bank mandate accordingly.

11. The Statutory Registers will be available for inspection by the Members at the AGM. Relevant documents and Statement referred to in this Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days till the date of the AGM.

12. Pursuant to Section 91 of the Act and Regulation 42 of the LODR, the Register of Members / Beneficial Owners and Share Transfer Book will remain closed from Saturday June 24, 2017 to Friday June 30, 2017 (both days inclusive) for the purpose of the AGM and for the purpose of payment of final dividend.

13. Subject to the provisions of the Act, the dividend, if declared at the AGM shall be paid on or after July 4, 2017 as under : (a) to all those beneficial owners holding shares in dematerialised form as per the beneficial ownership data as may be made available to the Company from Depository Participants ("DP"), i.e. M/s National Securities Depository Ltd ("NSDL") and M/s Central Depository Services (India) Ltd ("CDSL") as at the end of the day on June 23, 2017 and (b) to all those Members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on June 23, 2017.

14. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio enabling the Company to serve effectively.

15. SEBI has mandated to every participant in the securities /capital market to furnish the details of Income Tax Permanent Account Number ("PAN"). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the RTA.

16. Members are requested to address all correspondence including dividend matters to the RTA. Members are requested to notify change in address, e-mail id if any, in case of shares held in dematerialised form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the RTA by quoting their Folio Numbers.

17. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the dividends which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" ("IEPF") established by the Central

Government as and when they fall due for transfer. Shareholders who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the RTA before transfer to IEPF. The table containing the details of due date of transfer of unclaimed dividend to IEPF pertaining to financial year 2009-2010 (final dividend) to financial year 2016-2017 (interim dividend) is mentioned below.

Year	Type of Dividend	Due date of transfer to IEPF
2009-2010	Final Dividend	September 3, 2017
2010-2011	Interim Dividend	December 2, 2017
2010-2011	Final Dividend	September 1, 2018
2011-2012	Interim Dividend	December 6, 2018
2011-2012	Final Dividend	October 31, 2019
2012-2013	Interim Dividend	December 5, 2019
2012-2013	Final Dividend	August 30, 2020
2013-2014	Interim Dividend	November 30, 2020
2013-2014	Final Dividend	September 1, 2021
2014-2015	Interim Dividend	December 5, 2021
2014-2015	Final Dividend	September 1, 2022
2015-2016	Interim Dividend	December 4, 2022
2015-2016	Final Dividend	September 2, 2023
2016-2017	Interim Dividend	December 1, 2023

As per Government of India Gazette under REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs, the company is required to transfer the shares to IEPF Authority, the shares in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. For details click on the link for http://www.iepf.gov.in/IEPF/pdf/IEPF_Refund_Amendment_Rules_03032017.pdf

Kindly note that the members can claim such dividends and corresponding shares from IEPF authority in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.

18. The Company is concerned about environment and has been sending the communication to members by email provided by them to the Company/RTA/DP. Copies of Annual Report 2017, Notice of AGM, notes mentioning inter-alia the process and manner of e-voting Explanatory Statement, Attendance Slip, Proxy Form are being sent by electronic mode only to the members whose email addresses are registered with the Company/RTA/Depositories and by permitted mode to the members, who have not registered their email ids with the Company/RTA/DP. Members are requested to note that they will be entitled to be furnished, free of cost, the physical copy(ies) of the document(s) sent by e-mail upon receipt of a requisition from them, any time, as a Member of the Company.

19. As per the provisions of the Act, facility for making nominations is available to the shareholders. Nomination forms can be obtained from the RTA and can be submitted duly completed by the Members holding shares in physical form to the RTA for updation of nomination. The shareholders holding shares in dematerialised form may approach their respective DPs to update nomination.

20. Shareholders seeking any information with regard to accounts are requested to write to the Company Secretary of the Company at the Secretarial Office of the Company at least 7 days in advance, so as to keep the information ready at the AGM.

21. All businesses set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules 2014, amendment thereof and Regulation 44 of SEBI LODR, the Company is pleased to offer e-voting facility to all its Members to enable them to cast their votes electronically. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically.

22. As consented to act as a scrutiniser, the Board of Directors has appointed Sri. P Sriram, Practicing Company Secretary (Membership No. FCS 4862) as the Scrutiniser for conducting the remote e-voting process and the voting in accordance with the law and in a fair and transparent manner.

23. The members, who have casted their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

24. The facility for voting shall be made available at meeting with the assistance of scrutinisers, by use of ballot or polling paper. Members attending the meeting, who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting.

25. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of their Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.

26. The process and manner for voting through electronic means are as follows:

The remote e-voting period shall commence from Tuesday, June 27, 2017 at 10.00 a.m. and shall close on Thursday, June 29, 2017 at 5 p.m. During this period of remote e-voting, the Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The remote e-voting module will be disabled for voting thereafter and the Members will not be able to cast their vote electronically beyond the date and time mentioned above (July 29, 2017 at 5 pm)

(i) Log on to the e-voting website : www.evotingindia.com

(ii) Click on "Shareholders/Member" tab.

(iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the Company) and then enter the Image verification as displayed and Click on Login.

(iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(v) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, enter the Bank Account Number or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the DP or Company please enter the member id/folio number in the Bank Account Number. Members who have not updated their PAN with the Company/DP are requested to use the first

two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the Company selection screen. Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for Shriram City Union Finance Limited.

(x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

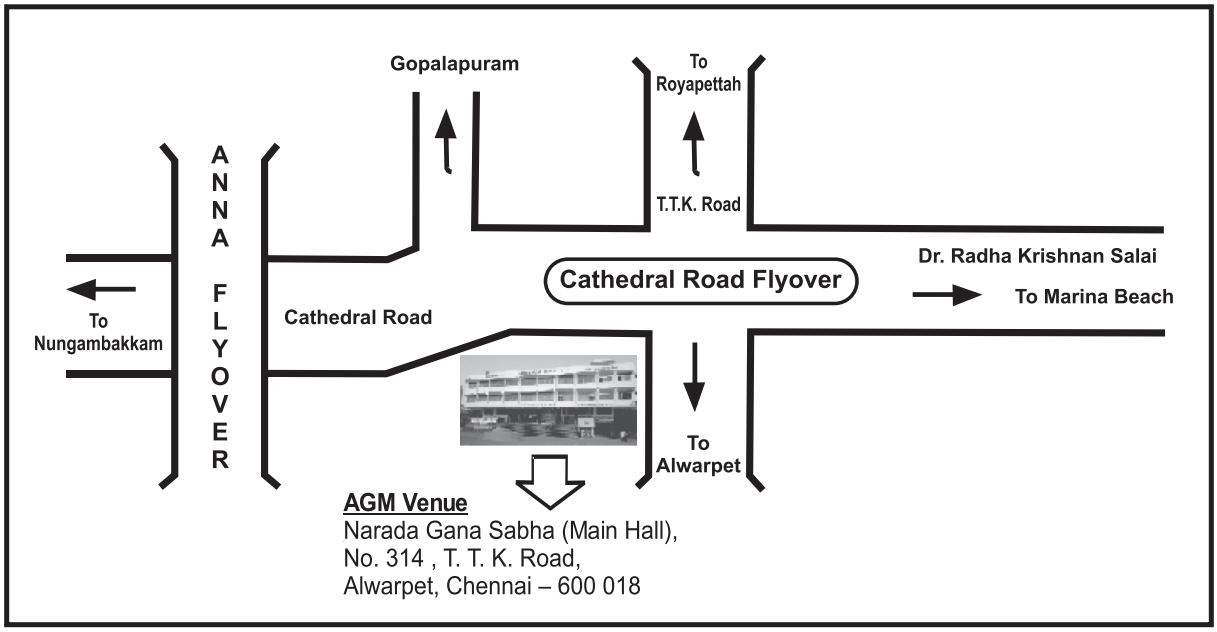
(xvii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting should send a scanned copy of the Registration form bearing the stamp and signature of the authorized person of the entity, the list of accounts and scanned copy (PDF format) of the relevant Board Resolution and Power of Attorney (POA) etc to helpdesk.evoting@cdslindia.com.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on 18002005533 or contact the Company Secretary of the Company at the contacts mentioned on the top of this notice.

27. The Scrutiniser would be able to view the names and number of shareholders who have casted the vote by way of e-voting on Thursday, June 29, 2017 after 5 p.m. in the presence of at least two witnesses, who are not in employment of the Company and can unblock the voting pattern after the conclusion of AGM June 30, 2017 and report on the results of voting.

28. Route map to the AGM venue

Route map to AGM venue



Brief Resume including information required under Regulation 36 (3)

Brief Resume :

Sri Gerrit Lodewyk Van Heerde (holding Director Identification No 06870337), aged 49 years, (Date of Birth October 9, 1967), a citizen of South Africa holds a Bachelor's degree in Commerce from the North West University and a Honors degree in Actuarial Science from the University of Stellenbosch in South Africa. He is a fellow of the Faculty of Actuaries in Scotland and a Fellow of the Actuarial Society of South Africa. He was the Chief Financial Officer of Sanlam Emerging Markets since November 2012 till August 2015. In his 24 years of experience in the financial services industry he has held various positions in Sanlam Group. Presently he is Group Executive Client and Product Strategy.

Nature of Expertise in specific functional areas Wide experience in the field of financial service and insurance industry.

Disclosure of relationships between directors inter-se - Not related to any director, inter-se of the Company

Names of Listed entities (other than the Company) in which the Director holds directorship Shriram Transport Finance Company Limited

Names of entities (Other than the Company) in which the Director holds directorship

i. Letshego Holdings Limited,

ii. Botswana Insurance Holdings Limited.

Names of Listed entities (other than the Company) in which the Director holds chairmanship in Committees Chairman of Audit Committee - Botswana Insurance Holdings Limited.

Names of Listed entities (other than the Company) in which the Director holds membership in Committees Group Audit and Risk Committee Letshego Holdings Limited

Shareholding in the Company Nil

For more details, please refer to the Annual Report of the Company.

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

Item No : 4

M/s Pijush Gupta and Co, Chartered Accountants (Firm Registration No-309015E) ("PGC") have been the auditors of the Company for more than 10 years. By application of Section 139 of the Companies Act 2013, PGC would retire as the auditors of the Company at the ensuing AGM. Both the Audit and Risk Management Committee and the Board have placed on record their appreciation for the services rendered by PGC as the auditors of the Company. As per provisions of the Companies Act, 2013, LODR, RBI regulations, the Company will have to appoint auditors. For the purpose of the appointment of Auditors, the Company held discussions with few audit firms. After such discussion, the Company has short listed M/s G D Apte & Co., (GDA). GDA have confirmed their eligibility and have consented to act as auditors of the Company, if appointed. The Audit and Risk Management Committee had held discussion with GDA and recommended to the Board for their appointment. Board also had held discussion with GDA and have recommended to the members about the appointment of GDA as the auditors of the Company. If the appointment of GDA is approved by the members, they shall hold office for a period of five years from the conclusion of this AGM till the conclusion of 36th AGM of the Company. The Board recommends the Resolution at item no - 4 to be passed by the members. None of the Directors or Key Managerial Personnel is concerned or interested in the Resolution at item no - 4. This is provided as an additional information though not required.

Item No: 5

Sri Duruvasan Ramachandra was appointed as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 5 years, w.e.f. June 6, 2012 on the terms and conditions as approved by the members of the Company. The term of Sri Duruvasan Ramachandra as the Managing Director & CEO is expiring on June 5, 2017. Considering the proven abilities on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 25, 2017 unanimously approved his re-appointment as MD & CEO for a further period of 3 years w.e.f. June 6, 2017 with terms and conditions including recommendation set out in the resolution at item No - 5 subject to the approval of the members of the Company, Sri Duruvasan has confirmed his eligibility for MD & CEO and expressed his willingness to continue as MD & CEO, if re-appointed. Except Sri Duruvasan Ramachandra , no other Director, Key Managerial personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No - 5 of the Notice as an Ordinary Resolution.

Brief Resume including information required under Regulation 36 (3)

Sri Duruvasan Ramachandra (holding Director Identification No 00223052), Indian Citizen, aged 54 years (Date of Birth April 12, 1962), has been serving Shriram Group for more than 3 decades. He started his career with Shriram Chits at Chennai in the collection department and has worked his way up to being CEO and Executive Director of Shriram Chits P Ltd, Hyderabad ("SCPL"). He was instrumental in the growth of SCPL during his stint at Hyderabad and has expanded the SCPL from 16 branches to 202 branches. During his tenure SCPL flourished as the largest chit

fund company in the country in terms of Auction Turnover, No of Branches, Manpower and Customer base. His contribution paved way for the Shriram Group to expand its Deposit and NCD portfolio.

Nature of Expertise in specific functional areas: Wide experience in the field of financial Service.

Disclosure of relationships between directors inter-se - Not related to any director, inter-se of the Company

Names of Listed entities (other than the Company) in which the Director holds directorship

CES Limited

Names of Listed entities (other than the Company) in which the Director holds chairmanship in Committees Nil

Names of Listed entities (other than the Company) in which the Director holds membership in Committees CES Limited Audit Committee and Stakeholders Relationship Committee

Shareholding in the Company Nil

Item No: 6

Section 180 (1) (c) of the Act provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and /or to be obtained from Company's bankers in ordinary course of business) in excess of share capital and free reserves. In addition to the Act, Regulations of SEBI and Regulations of RBI may apply. At the Thirtieth Annual General Meeting held on July 28, 2016 the Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 30,000 crores apart from temporary loans obtained/to be obtained from the bankers (by way of cash credit limits and working capital demand loans) in the ordinary course of business. The expression temporary loans for this purpose means loans payable on demand or within six months from date of loan such as short term, cash credit arrangements, the discounting of bills, etc.

In order to meet business and financial needs of the Company, borrowings are the source. So, Company needs to borrow. The borrowings may be done under different methods as it depends upon different factors at the time of borrowing. So, borrowing may be done under different methods as felt appropriate by the Board including Public Issue of NCDs/Securities. It is considered desirable to limit the borrowings to ₹ 30,000 crores apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business. As per Section 180 (1) (c) of the Act, the approval of Members is required to borrow funds exceeding aggregate of paid up capital and free reserves of the Company. The proposed borrowings are ₹ 30,0000 crores, which is in excess of the limit set under Section 180 (1) (c) of the Act. The resolution for creation of security under section 180 (1) (a) of the Act, for an amount not exceeding ₹ 35,000 crores and to sell/assign/securitize properties including receivables for

securitization /assignment purpose not exceeding a sum of ₹ 15,000 crores passed by way of postal ballot on July 28, 2016 shall valid since the borrowing limits remain same. 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, if any. The Board of Directors recommend passing of the Resolution set out in item no - 6 of the Notice.

Item No: 7

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes, the Company 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 Debts, 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 special resolution only once in a year for all the offers or invitation for such NCDs during the year. The NCDs are proposed to be issued at face value as may be permissible under the Act, SEBI Regulations and RBI 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 - 7 of the Notice.

By Order of the Board
For **Shriram City Union Finance Limited**

C R Dash
Company Secretary

Place : Chennai
Date : May 25, 2017