SHRIRAM CITY UNION FINANCE LIMITED
CIN : L65191TN1986PLC012840
Regd. office: 123, Angappa Naicken Street,
Chennai 600 001, Tamil Nadu. Telephone No + 91 44 2534 1431
Website : www.shriramcity.in ; Email : sect@shriramcity.in

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

NOTICE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that 28th Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited ("Company") will be held on Monday, July 28, 2014 at 10 am at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), T T K Road, Alwarpet, Chennai 600 018 to transact the following business. Pursuant to section 108 of the Companies Act, 2013, read with the Rule 20 of the *Companies (Management and Administration) Rules, 2014*, the Company is pleased to provide it's members the facility to cast their votes by electronic means ("e-voting") on all the resolutions set forth in the Notice.

ORDINARY BUSINESS :

Item no - 1 : Adoption of financial statements

To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at March 31, 2014 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors ("Board") and Auditors thereon .

Item no - 2 : Declaration of dividend

To declare final dividend of ₹ 6 per equity share and to confirm the interim dividend of ₹ 4 per equity share of the Company, already paid for the financial year ended March 31, 2014.

Item no - 3 : Appointment of Director

To appoint a Director in the place of Sri Puneet Bhatia (holding Director Identification Number-00143973) who retires by rotation under Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Item no - 4 : Appointment of Director

To appoint a Director in the place of Sri Ranvir Dewan (holding Director Identification Number-01254350), who retires by rotation under Section 152(6) of the Companies Act 2013 and being eligible, seeks re-appointment.

Item no - 5 : Appointment of Auditors

To appoint auditors of the Company to hold office from the conclusion of 28th AGM of the Company until conclusion of 29th AGM of the Company and to pass the following resolution thereof.

"**RESOLVED THAT** pursuant to the provisions of the Companies Act 2013 and Rules made there under and pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, (Firm Registration Number.309015E) be and hereby re-appointed as Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM on such remuneration as may be fixed by the Board as determined and recommended by the Audit Committee of the Board 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 of Directors."

SPECIAL BUSINESS :

Item no - 6

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 Ordinary resolution passed at the Twenty Sixth Annual General Meeting of the Company held on July 27, 2012 and pursuant to Section 180 (1) (c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules under Companies Act 2013, (including any statutory modifications and re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee, 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 or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan, any other loan or financial assistance fund based or non fund based in whatever name called from bank(s), financial institution(s), bodies corporate(s), person(s) **and** by way of invitation, offer, issue and allotment of redeemable debentures, subordinated debts, securities, debt securities, bonds, convertible or non convertible or partly convertible, commercial papers in one or more tranches from the date of this AGM until conclusion of 29th AGM of the Company by private placement or by public issue from any or all the Entity(ies) [the term "Entity" hereinafter called shall be deemed to include person, Banks, Institutional Investors, Foreign Institutional Investors (FIIs), 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), any person/institution as the Board may decide from time to time] separately or any combination thereof by any methods as the Board may decide including but limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document, any other document or otherwise **and** by way of acceptance of deposits from any or all of the Entity(ies) referred above, directors and their relatives, shareholders, key managerial personnel and their relatives separately or 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 of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts upto which the monies may be borrowed by the Board shall not at any time exceed ₹ 25,000 Crores (Rupees Twenty five 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 and for reserving the aforesaid right."

Item no -7

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

"RESOLVED THAT pursuant to section 61 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company all the 12,00,000 (Twelve lakhs) equity shares of ₹ 100 (Rupees hundred) each of the Company be and are hereby divided into 1,20,00,000 (One crore twenty lakhs) equity shares of ₹ 10 (Rupees ten) each and Clause V (Share Capital clause) Memorandum of Association of the Company and Clause 6.1 of the Articles of Association of the Company be deleted and the same be substituted with and read as under :

Clause V of the Memorandum of Association

V. The Authorised Capital of the Company is ₹ 1,58,50,00,000 (Rupees one hundred fifty eight crores fifty lakhs only) divided into 11,85,00,000 (Eleven crores eighty five lakhs) equity shares of ₹10/- (Rupees ten only) each and 40,00,000 (Forty lakhs only) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred only) each with the power to issue the new Shares upon terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 2013.

The Company shall have power to increase and/or reduce the said Capital and to issue any shares of the original or any new capital with any preferential rights, privileges, conditions or advantages over or as compared with any Shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both, and whether with any special rights of voting or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine, but so nevertheless, that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being.

Clause 6.1 of the Articles of Association of the Company

6.1 The Authorised Capital of the Company is ₹ 1,58,50,00,000 (Rupees One hundred and fifty eight crores and fifty lakhs only) divided into 11,85,00,000 (Eleven crores and eighty five lakhs) equity shares of ₹ 10/- (Rupees Ten only) each and 40,00,000 (Forty lakhs only) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One hundred only) each with the power to issue the new Shares upon such terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 2013."

Item no - 8

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 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Articles of Association of the Company be and are hereby altered in the following manner

i) From Article 1 to Article 41, wherever the words "Companies Act, 1956" are appearing the same be deleted and substituted by the word "Companies Act, 2013"

ii) Existing Article 1.1 (a) be replaced and read as "The Act" shall mean The Companies Act, 2013 as amended from time to time.

iii) Existing Article 1.1 (b) be replaced and read as Table "F" means Table "F" of the First Schedule of the Companies Act, 2013.

iv) In Article 1.1 (l) the words "Sec 150" be deleted and the same be replaced with and read as "Section 88"

v) In Article 1.1 (n) the words "Section 189" be deleted and the same be replaced with and read as "Section 114"

vi) In Article 2 the words "Table A" be deleted and be replaced with and read as "Table F"

vii) In Article 3 the words "Section 149" and "Section 81" be deleted and the same be replaced with and read as "Section 11" and "Section 62" respectively.

viii) In Article 5 the words "Section 77" be deleted and the same be replaced with and read as "Section 67"

ix) In Article 6.2 (a) the words "Section 80" be deleted and the same be replaced with and read as "Section 55"

x) In Article 6.2 (a) (viii) the words "Section 106 and 107" be deleted and the same be replaced with and read as "Section 48"

xi) In Article 6.2 (b) the words "Section 87" wherever appearing in this article be deleted and the same be replaced with and read as "Section 43 and 47"

xii) In Article 6.3 the words "Section 86 to 89 be deleted and the same be replaced with and read as "Section 43 and 47 "

xiii) In Article 6.4 the words "Section 80" be deleted and the same be replaced with and read as "Section 55"

xiv) In Article 6.5 the words "Section 79" be deleted and the same be replaced with and read as "Section 53"

xv) In Article 6.6 the words "Section 81" be deleted and the same be replaced with and read as "Section 62"

xvi) In Article 6.7 the words "Section 79" be deleted and the same be replaced with and read as "Section 53"

xvii) In Article 6.9 (b) the words "Section 75" be deleted and the same be replaced with and read as "Section 39"

xviii) In Article 9.2 the words "Section 79A" be deleted and the same be replaced with and read as "Section 54"

xix) In Article 13.4 the words "Section 111A sub-clause (2) the same be deleted with and be replaced and read as "Section 59"

xx) In Article 14.1 the words "Section 205-A" be deleted and the same be replaced with and read as "Section 124"

xxi) In Article 15.1 the words "Section 252" be deleted and the same be replaced with and read as "Section149"

xxii) In Article 15.9 the words "Section 255" be deleted and the same be replaced with and read as "Section 152"

xxiii) In Article 15.11 the words "Section 264" be deleted and the same be replaced with and read as"Section 152"

xxiv) In Article 16.2 the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxv) In Article 16.2 (xv) the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxvi) In Article 16.2 (xvi) the words "Section 292 and Section 293" be deleted and the same be replaced with and read as "Section 179 and 180" respectively

xxvii) In Article 16.3 the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxviii) In Article 16.4 the words "Section 293 (1) (e)" be deleted and the same be replaced with and read as "Section 181"

xxix) In Article 17.1 the words "Sec 293 and Sec 292" be deleted and the same be replaced with and read as "Sec 180 and Sec 179" respectively.

xxx) In Article 17.3 the words "Section 267,268,269" be deleted and the same be replaced with and read as "Section 196 and 203"

xxxi) In Article 22.1 (xiv) (a.) the words "Section 370 (1-B)" be deleted."

Item no - 9

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Subramaniam Krishnamurthy (holding Director Identification Number 00140414), who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 25, 2013 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying her intention to propose Sri Subramaniam Krishnamurthy as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

Item no -10

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Pranab Prakash Pattanayak (holding Director Identification Number 00506007),who was appointed as a Non-Executive Independent Director of the Company with effect from October 31, 2012 liable to retire by rotation, in

respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying her intention to propose Sri Pranab Prakash Pattanayak as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

Item no -11

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Venkataraman Murali (holding Director Identification Number 00730218),who was appointed asa Non-Executive Independent Director of the Company with effect from December 1, 2011 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Venkataraman Murali as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

Item no -12

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Smt Lakshmi Pranesh (holding Director Identification Number 03333412), who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 25, 2013 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying her intention to propose Smt Lakshmi Pranesh as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

Item no -13

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Sunil Varma (holding Director Identification Number 01020611), who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 27, 2012 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a

member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Sunil Varma as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

Item no -14

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Vipen Kapur (holding Director Identification Number 01623192), who was appointed as a Non-Executive Independent Director of the Company with effect from November 1, 2012 liable to retire by rotation , in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying her intention to propose Sri Vipen Kapur as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

By Order of the Board
For SHRIRAM CITY UNION FINANCE LIMITED

Place: Chennai
Date : June 18, 2014

C R DASH
Company Secretary

Notes forming a part of the Notice

1) The explanatory statement as required under Section 102 (1) of the Companies Act, 2013 with respect to special business set out in item no. 6, 7, 8, 9, 10, 11, 12, 13 and 14 of the Notice.

2) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on June18, 2014. The Notice of the Meeting is also posted on the website of the Company www.shriramcity.in.

3) 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.

4) 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.

5) 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 (RTA) at Integrated Enterprises (India) Ltd, 2nd Floor, Kences Towers, No.1 Ramakrishna Street, Off. North Usman Road,T. Nagar, Chennai 600 017 at least forty-eight hours before the time fixed for the commencement of the AGM.

6) 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.

7) 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.

8) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act 2013 and the Register of Members as maintained by RTA will be available for inspection by the Members at the AGM.

9) Pursuant to Section 91 of the Companies Act 2013, the Register of Members / Beneficial Owners and Share Transfer Book will remain closed from Tuesday July 22, 2014 to Monday July 28, 2014 (both days inclusive) for the purpose of the AGM and for the purpose of payment of final dividend.

10) Subject to the provisions of the Companies Act, 2013, the dividend as recommended by the Board of Directors, if declared at the AGM shall be paid on or after August 1, 2014 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 M/s National Securities Depository Ltd (NSDL) and M/s Central Depository Services (India) Ltd (CDSL) as of the end of the day on July 21, 2014 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 July 21, 2014.

11) 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.

12) 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.

13) Members are requested to address all correspondence including dividend matters to the RTA at the address mentioned above. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the RTA by quoting their Folio Numbers.

14) Members desiring to claim dividend, which remained unclaimed, are requested to write to Sri C R Dash, Company Secretary, Shriram City Union Finance Limited, 144, Santhome High Road, Mylapore, Chennai - 600 004. Section 124 of the Companies Act, 2013 mandates transfer of dividend which remain unclaimed for a period of seven years from the date of such declaration to the Investor Education and Protection Fund (IEPF) of the Central Government. No claim shall lie against the Company after transfer of unclaimed dividend to IEPF. The Company has already transferred, all unclaimed dividend declared upto March 31, 2007 to the General Revenue Account of the Central Government or IEPF as the case may be.

15) The Company is concerned about environment and has been sending the communication to members by email provided by them to the Company/RTA/Depositories. Copies of Annual Report 2014, 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 all the members whose email addresses are registered with the Company/RTA/Depositories and by permitted mode to the members, who have not updated their email id with the Company/RTA/Depository. 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. The Members who hold shares in physical form are requested to intimate/update their email address with the Company/RTA. Members holding shares in dematerialised form are requested to intimate/update their e-mail address with their respective Depository Participants .

16) Members may also note that the Notice of 28th AGM and Annual Report 2014 shall be available on the web site of the Company www.shriramcity.in and the physical copies of these documents shall be available at the Registered office of the Company for inspection on working days between 10 am to 4 pm.

17) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the RTA of the Company 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 Depository Participants to update nomination.

18) Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Office of the Company at No 144, Santhome High Road, Mylapore, Chennai 600 004, at least 7 days in advance, so as to keep the information ready at the AGM.

19) The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically . Please note that the voting through electronic means is optional. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

20) The Board of Directors has appointed Mr. P Sriram, Practicing Company Secretary (Membership No. FCS 4862) as the Scrutiniser for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

    (a) The Voting period starts from Monday, July 21, 2014 at 10 am and ends on Wednesday, July 23, 2014 at 5 pm. The e-voting module will be disabled for voting thereafter by CDSL.

    (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

    (c) The Scrutiniser shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of atleast two witness not in employment of the Company and submit the scrutiniser's report to the Chairman of the Company after completion of scrutiny of votes cast in favour or against.

    (d) The results along with scrutiniser's report will be announced by any one of the Directors of the Company on July 28, 2014 at the Registered Office of the Company at 123, Angappa Naicken Street, Chennai - 600 001. The result will be displayed on the Company's website www.shriramcity.in besides being notified to BSE Ltd., National Stock Exchange of India Limited and Madras Stock Exchange Limited.

    (e) The resolutions mentioned above shall be declared as passed if the number of votes cast in its favour are more than the number votes cast if any, against for items mentioned in No1-5 and 9-14. For item Nos 6, 7 & 8 the resolutions shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes cast, if any, against the said resolutions.

21) The procedure and instructions for voting through electronic means are as follows :-
In case of members receiving e-mail:

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

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) 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 Captcha Code as displayed and Click on Login.

(v) 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.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. Incase 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, 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.

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

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) 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.

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

(xiii) 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.

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

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

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on <Date and Time> and ends on <Date and Time>. Duringthis period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xviii) The e-voting period shall commence from Monday, July 21, 2014 at 10.00 am and shall close of Wednesday, July 23, 2014 at 5 pm. The 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 23, 2014 at 5 pm)

(xix) The Scrutiniser shall unblock the votes on Saturday, July 26, 2014 at 5 pm in the presence of at least two witnesses, who are not in employment of the Company.

(xx) Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he/she should not cast his vote at the Meeting also and vice-a-versa. However, in case, Members have cast their vote at a Meeting and also by e-voting, then voting done through e-voting shall prevail .

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

ITEM NO : 6

Section 180 (1) (c) of the Companies Act 2013 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 reserve. At the Twenty Sixth Annual General Meeting held on July 27, 2012 the Board of Directors was authorised under Section 293 (1) (d) of the Companies Act, 1956 , to borrow upto a limit of ₹ 20,000 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 total outstanding of the borrowings of the Company as on March 31, 2014 was ₹ 12,049.13 Crores.

The business would grow steadily with disbursement of loans. This requires funds. In view of this, the mobilisation of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to ₹ 25,000 Crores from ₹ 20,000 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 Companies Act, 2013 your approval is required to borrow funds exceeding aggregate of paid up capital and free reserves of the Company.

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.

The Board of Directors commend passing of the Resolution set out in item no-6

ITEM NO : 7

The Composite Scheme of Arrangement was approved by the Hon'ble High Court of Judicature of Madras vide their order dated June 24, 2013 the merger of Consolidated Shriram Retail Holdings Private Limited into the Company. Due to this merger/arrangement the authorized share Capital of the Company was also changed to consist of 12,00,000 equity shares of ₹ 100 each amounting to ₹ 12.00 Crores and 10,65,00,000 equity shares of ₹ 10 each amounting ₹ 106.50 Crores totaling to ₹ 118.50 Crores authorized equity capital.

In order to maintain uniformity in the nominal value of the Company's equity shares, the Board of Directors at its meeting held on April 30, 2014 decided ,subject to approval of members, to take steps for division of the Company's 12,00,000 equity shares of ₹ 100/- (Rupees hundred) each into 1,20,00,000 equity shares of ₹ 10/- (Rupees ten) each. After this division, the authorized equity capital shall be 11,85,00,000 equity shares of ₹ 10 each amounting to total equity share capital of ₹ 118.50 Crores, which keeps the authorized equity capital un-changed. This would result in alteration of Capital Clause (Clause V) of Memorandum of Association and Article 6 (Article 6.1) of the Articles of Association of the Company.

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.

The Board of Directors commend passing of the Resolution set out in item no-7

ITEM NO: 8

The Articles of Association of the company contains reference to certain Sections and Schedules of Companies Act, 1956. Companies Act, 2013 came into force from April 1, 2014. Therefore it is necessary to delete the references in the Articles of Association of the Company pertaining to various sections and Schedules of Companies Act, 1956 and substitute the same with the corresponding provisions of the Companies Act, 2013. As per Section 14 of the Companies Act, 2013 any alteration in the Articles of Association of the Company requires approval of shareholders by way of special resolution.

The existing Articles of Association of the Company along with the revised Articles of Association of the Company incorporating the changes are available for inspection to all the members of the Company at the Registered office of the Company on any working day from 10 am to 4 pm.

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.

The Board of Directors commend passing of the Resolution set out in item no-8

ITEM NO: 9

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Sri Subramaniam Krishnamurthy to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Sri Subramaniam Krishnamurthy was re-appointed as a Non Executive and Independent Director liable to retire by rotation with effect from July 25, 2013. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. He has consented to and declared as qualified for such appointment ,if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent, to appoint/continue the appointment of Sri Subramaniam Krishnamurthy as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April 1, 2014 to March 31, 2019.

The profile of Sri Subramaniam Krishnamurthy is set out below

Name of the Director	Sri Subramaniam Krishnamurthy
Date of Birth	March 22, 1939
Director Identification Number(DIN)	00140414
Qualifications	Bachelor of Arts from the University of Madras, Commercial Education Diploma in specialized banking from the Indian Merchants'Chamber, Diploma in Industrial Relations & Personnel Management (IR&PM) from Bharatiya Vidya Bhavan, Bachelor of General Law from the University of Mysore and Master of Labour Studies from the Madurai Kamaraj University. He is an associate of the Indian Institute of Bankers
Experience in specific functional areas	He previously held the post of Banking Ombudsman, Chennai for approximately fifteen months. Has experience of over 4 decades with the Reserve Bank of India and Commercial Banks. He was the Chairman and CEO of Tamilnadu Mercantile Bank, Tuticorin for over 5 years and served as General Manager (Vigilance & Inspection/Audit) with Indian Overseas Bank, Chennai for 5 years.
Number of Board meetings of the Company attended during the financial year 2013-14	4
List of others Companies in which Directorship held	Kerala Ayurveda Limited,Take Solutions Limited, Shriram EPC Limited and a Trustee of Shriram Mutual Fund
No of Chairmanship/Membership of the Committees of Board of other Companies in which he is a Director as per clause 49 of the listing agreement	Chairmanship - 1 Membership – 2
Shareholding in the Company	NIL

ITEM No. 10

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Sri Pranab Prakash Pattanayak to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Sri Pranab Prakash Pattanayak was appointed as a Non Executive and Independent Director liable to retire by rotation with effect from October 31, 2012. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. He has consented to and declared as qualified for such appointment, if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent to appoint/continue the appointment of Sri Pranab Prakash Pattanayak as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April 1, 2014 to March 31, 2019.

The profile of Sri Pranab Prakash Pattanayak is set out below

Name of the Director	Sri Pranab Prakash Pattanayak
Date of Birth	January 7, 1949
Director Identification Number(DIN)	00506007
Qualifications	Bachelor of Arts from Utkal University and a Master of Arts degree from Utkal University
Experience in specific functional areas	He has 37 years of experience in Banking and Financial services sector. Prior to retirement, he was the Managing Director of State Bank of Mysore from 2006 to 2009. He had also held the office of the Managing Director of State Bank of Travancore. He served as the Dy Managing Director and Chief Credit Officer of State Bank of India. During his thirty seven years of service in five banks of the State Bank, he held senior management positions, both in India and abroad, in areas like commercial banking, project finance, international banking, funds & treasury operations. He was also the Dy. M.D. and head of SBI Global IT Centre, Belapur. During his tenure at State Bank of India, Singapore, as Manager Credit and operations, he handled the bank's funding operations, forex settlements, asset liability management, trade finance and regulatory compliance. He served as Director of SBI Factors Ltd., SBI DFHI Ltd., and C-Edge Technologies Ltd.
Number of meetings of the Company attended during the year	4
List of others Companies in which Directorship held	India Infoline Asset Management Company Limited
No of Chairmanship/Membership of the Committees of Board of other Companies in which he is a Director as per clause 49 of the listing agreement	NIL
Shareholding in the Company	NIL

Except Sri Pranab Prakash Pattanayak, 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 10 of the Notice.

ITEM NO. 11

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Sri Venkataraman Murali to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Sri Venkataraman Murali was appointed as a Non Executive and Independent Director liable to retire by rotation with effect from December 1, 2011. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. He has consented to and declared as qualified for such appointment, if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent to appoint/continue the appointment of Sri Venkataraman Murali as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April 1, 2014 to March 31, 2019.

The profile of Sri Venkataraman Murali is set out below

Name of the Director	Sri Venkataraman Murali
Date of Birth	November 15, 1959
Director Identification Number(DIN)	00730218
Qualifications	Bachelor of Commerce from the Vivekananda College, Chennai. He is a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost & Works Accountants of India.
Experience in specific functional areas	He is the Senior Partner of M/s Victor Grace & Co., Chartered Accountants, Chennai. He has to his credit more than three decades of experience in the areas of Finance, Accounts & Consultancy. He is elected as a Central Council Member of ICAI for three terms in sucession for the periods 2004-2013 and is presently the Chairman of the Board of Studies, Committee on Banking, Insurance and Pension, Vice Chairman of the Ethical Standards Board and a member of various committees constituted by ICAI. He was nominated as 'Technical Expert' by the Comptroller and Auditor General of India, New Delhi on the Audit Boards of Power Finance Corporation Limited and Rural Electrification Corporation Limited. He was a director on the Board of State Bank of Hyderabad and was the Chairman of its Audit Committee.
Number of meetings of the Company attended during the year	3

List of others Companies in which Directorship held	Andhra Chamber of Commerce,Hindustan Chamber of Commerce, Witzemann (India) Private Limited, Shriram Housing Finance Limited, Hindustan Insecticides Limited, Garuda Vaayu Shakthi Limited
No of Chairmanship/Membership of the Committees of Board of other Companies in which he is a Director as per clause 49 of the listing agreement	Chairmanship – 1 Membership - 1
Shareholding in the Company	NIL

Except Sri Venkataraman Murali, 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 11 of the Notice.

ITEM NO. 12

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Smt Lakshmi Pranesh to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Smt Lakshmi Pranesh was re-appointed as a Non Executive and Independent Director liable to retire by rotation with effect from July 25, 2013. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. She has consented to and declared as qualified for such appointment, if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent to appoint/continue the appointment of Smt Lakshmi Pranesh as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April 1, 2014 to March 31, 2019.

The profile of Smt. Lakshmi Pranesh is set out below

Name of the Director	Smt. Lakshmi Pranesh
Date of Birth	April 3, 1945
Director Identification Number(DIN)	03333412
Qualifications	Bachelor of Science from the University of Madras and Master of Science (Mathematics) from the University of Madras
Experience in specific functional areas	She joined the Indian Administrative Service in 1968 and held posts like sub collector, Director of Social Welfare, Director of Employment and Training, Joint Secretary to Government (Finance department), Additional Secretary to Government (Rural Development Department), Chairman - Teachers' recruitment Board, Chairman Handicrafts Development Corporation Secretary to Government of Tamil Nadu in the departments of Chief Minister's Nutritious Noon Meal Programme, Personnel and

	Administrative Reforms, Labour and Employment, Social welfare, Food and Civil Supplies. She was the chief secretary to the Government of Tamil Nadu (2002-05). She was ex-officio Chairman of the Tamil Nadu Civil Supplies Corporation, Overseas Manpower Corporation and Women's Economic Development Corporation. She has served as Government nominated director in many corporations in the public sector like the Tamil Nadu Industrial Development Corporation, Small Industries Development Corporation, Police Housing Corporation and Agro Industries Corporation. She participated in many international conferences dealing with subjects like rural development, gender equity, micro-credit, disaster management and labour welfare.
Number of meetings of the Company attended during the year	2
List of others Companies in which Directorship held	NIL
No of Chairmanship/Membership of the Committees of Board of other Companies in which She is a Director as per clause 49 of the listing agreement	NIL
Shareholding in the Company	NIL

Except Smt. Lakshmi Pranesh, 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 12 of the Notice.

ITEM No. 13

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Sri Sunil Varma to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Sri Sunil Varma was re-appointed as a Non Executive and Independent Director liable to retire by rotation with effect from July 27, 2012. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. He has consented to and declared as qualified for such appointment, if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent to appoint/continue the appointment of Sri Sunil Varma as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April 1, 2014 to March 31, 2019.

The profile of Sri Sunil Varma is set out below

Name of the Director	Sri Sunil Varma
Date of Birth	November 29, 1943
Director Identification Number(DIN)	01020611
Qualifications	Bachelor of Arts from Panjab University. He is a fellow of the Institute of Chartered Accountants of India and an associate of the Institute of Cost and Works Accountants in India.
Experience in specific functional areas	A business consultant with a long and distinguished career.He has extensive consulting experience spanning over 30 years with Price Water house Management Consultants and the IBM Consulting Group in India and Overseas. He worked in Australia, India, Indonesia, Hong Kong, Thailand, China and other countries in Africa and the Asia-Pacific region. During his 25 year tenure with Price Waterhouse (now Price Water house Coopers), he headed the consulting practice in Indonesia between 1978 and 1984. Thereafter, he was the Vice-President of the regional/ transnational practice of Price Water house in Asia Pacific until he joined IBM Global Services as the regional advisor to their consulting group in 1994. He advised large multinational as well as domestic companies in the areas of Corporate Governance, Financial Management, Organizational Strengthening, Efficiency Improvements, Process Re-engineering and Business Systems. The industries to which his expertise extends include Information Technology, Oil and Gas, Fertilizers and Chemicals, Power and Steel. He handled several very large assignments for PSUs funded by the World Bank, Asian Development Bank and other multi-lateral funding agencies. He officiated as CFO, HCL-Perot Systems and MD, Asia Online Ltd., Hong Kong.
Number of meetings of the Company attended during the year	3
List of others Companies in which Directorship held	International Asset Reconstruction Company Private Limited HKT Limited (listed in Hong Kong) HKT Management Limited (listed in Hong Kong)
No of Chairmanship/Membership of the Committees of Board of other Companies in which he is a Director as per clause 49 of the listing agreement	Chairmanship – 3 Membership - NIL
Shareholding in the Company	NIL

Except Sri Sunil Varma, 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 13 of the Notice.

ITEM No. 14

The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000 from a member under Section 160 (1) of the Companies Act 2013 signifying the candidature of Sri Vipen Kapur to continue/be appointed as a Non-Executive and Independent Director till March 31, 2019, not liable to retire by rotation. Sri Vipen Kapur was appointed as a NonExecutive and Independent Director liable to retire by rotation with effect from November 1, 2012. As per Section 149 (13) of the Companies Act, 2013 an independent director is not liable to retire by rotation. He has consented to and declared as qualified for such appointment, if made. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent to appoint/continue the appointment of Sri Vipen Kapur as a Non-Executive and Independent Director not liable to retire by rotation for a period of five years from April1, 2014 to March 31, 2019.

The profile of Sri Vipen Kapur is set out below

Name of the Director	Sri Vipen Kapur
Date of Birth	February 11, 1946
Director Identification Number(DIN)	01623192
Qualifications	Bachelor's of Commerce from University of Madras. He is an associate of the Institute of Bankers.
Experience in specific functional areas	He has rich and varied experience in the International Banking sector. He has served in Grindlays Bank (now Standard Chartered Bank) in various departments with specializations in Corporate Banking and Finance. He was also a Vice President and Head of the New Delhi Branch of Bank of America and handled large Indian and multinational borrowers. He served two major Middle East banks including an affiliate of Chase Manhattan Bank (now JP Morgan Chase) in Corporate Banking and Syndications. He was also the COO at Al Rushaid Group, overseeing various joint ventures, real estate operations, trading activities and international investments. He served with the Sinar Mas Group of Indonesia as Group Managing Director. He was the President and CEO of New Quest Corporation Pvt. Ltd., the parent company of the Ballarpur Group and was responsible for business rationalization and new ventures.
Number of meetings of the Company attended during the year	4
List of others Companies in which Directorship held	Shriram General Insurance Company Limited

No of Chairmanship/Membership of the Committees of Board of other Companies in which he is a Director as per clause 49 of the listing agreement	NIL
Shareholding in the Company	NIL

Except Sri Vipen Kapur, 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 14 of the Notice.

By Order of the Board
For SHRIRAM CITY UNION FINANCE LIMITED

Place: Chennai
Date : June 18, 2014

C R DASH
Company Secretary

SHRIRAM CITY UNION FINANCE LIMITED

CIN : L65191TNI986PLC012840

Regd.office :123,Angappa Naicken Street ,Chennai 600001,Tamil Nadu.

Ph.No.: +91 44 25341431 / Website: www.shriramcity.in / Email: sect@shriramcity.in

ATTENDANCE SLIP

28th Annual General Meeting – July 28, 2014

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Monday, July 28, 2014 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), T. T. K. Road, Alwarpet, Chennai – 600 018 at 10:00 A.M.

Name of the Member/ Proxy (In Block Letters)

Signature of the Member/ Proxy (In Block Letters)

Note: Please complete and sign this attendance slip and hand it over at the entrance of the meeting hall. Only Member (s) or their proxies with this attendance slip will be allowed entry to the Meeting. Duplicate slips will not be issued at the entrance.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

SHRIRAM CITY UNION FINANCE LIMITED

CIN : L65191TNI986PLC012840

Regd.office :123,Angappa Naicken Street ,Chennai 600001,Tamil Nadu.

Ph.No.: +91 44 25341431 / Website: www.shriramcity.in / Email: sect@shriramcity.in

Form No. MGT – 11

PROXY FORM

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

28th Annual General Meeting – July 28, 2014 CIN : L65191TN1986PLC012840

Name of the member (s): Registered address:

E-mail Id: Folio No/ - Client Id No.: DP ID :

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	Signature:……....., or failing him	Signature:……....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on the 28th day of July 2014 at 10 a.m. at Narada Gana Sabha (`Mini Hall'), No.314 (Old No 254),T T K Road, Alwarpet, Chennai 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Signed this……..… day of……..… 2014 Signature of shareholder ……

Affix Revenue Stamp

Signature of Proxy holder(s) ……

Note: 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.

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of financial statements of the Company for the year ended March 31, 2014 (Ordinary Resolution)
2	Approval of final dividend and to conform the Interim dividend for the financial year ended march 31, 2014 (Ordinary Resolution)
3	Appointment of Sri Puneet Bhatia as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013 (Ordinary Resolution)
4	Appointment of Sri Ranvir Dewan as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013 (Ordinary Resolution)
5	Appointment of M/s.Pijush Gupta & Co., Chartered Accountants as auditors of the Company to hold office from the conclusion of 28th AGM of the Company until conclusion of 29th AGM of the Company (Ordinary Resolution)
SPECIAL BUSINESS	
6	Increasing the borrowing limit as per Section 180 (1) (c) of the Companies Act, 2013 (Special Resolution)
7	Division of share Capital as per Section 61 (1) (b) of the Companies Act, 2013 (Special Resolution)
8	Alteration of Articles of Association as per Section 14 of the Companies Act, 2013 (Special Resolution)
9	Appointment of Sri Subramaniam Krishnamurthy as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)
10	Appointment of Sri Pranab Prakash Pattanayak as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)
11	Appointment of Sri Venkataraman Murali as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)
12	Appointment of Smt Lakshmi Pranesh as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)
13	Appointment of Sri Sunil Varma as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)
14	Appointment of Sri Vipen Kapur as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)