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-600 004,
Telephone No +91 44 4392 5300
Website: www.shriramcity. in ; Email: sect@shriramcity.in

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that 32nd Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") will be held on Wednesday, July 25, 2018 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 standalone financial statements

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Item no - 2: Adoption of consolidated financial statements

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.

Item no - 3 : Declaration of dividend

(i) To declare final dividend of ₹ 12.00 per equity share of ₹ 10 each of the Company.

(ii) To confirm the declaration of interim dividend of ₹ 6.00 per equity share of ₹ 10 each of the Company, already paid during the financial year ended March 31, 2018.

Item no - 4 : Appointment of Director

To appoint a Director in 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.

"**RESOLVED THAT** the approval of members of the Company be and hereby accorded, pursuant to Section 152 and other applicable provisions of Companies Act, 2013 to the re-appointment of Sri Ranvir Dewan (holding Director Identification Number - 01254350) as a Director required to retire by rotation."

Item no - 5 : Appointment of Director

To appoint a Director in place of Sri Shashank Singh (holding Director Identification Number - 02826978) who retires by rotation under Section 152(6) of the Companies Act, 2013 and being eligible seeks re-appointment.

"**RESOLVED THAT** the approval of members of the Company be and hereby accorded, pursuant to Section 152 and other applicable provisions of Companies Act, 2013 to the re-appointment of Sri Shashank Singh (holding Director Identification Number - 02826978) as a Director required to retire by rotation."

Item no - 6 : Ratification of the Appointment of Auditors

"**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"),the appointment of M/s G D Apte & Co., Chartered Accountants, (Firm Registration Number100515W), who were appointed as Auditors of the Company from the conclusion of the 31st Annual General Meeting ("AGM") till the conclusion of the 36th AGM and who have confirmed their eligibility to continue as Auditors of the Company is ratified from the conclusion of 32nd AGM till the conclusion of 33rd AGM on such remuneration, reimbursement/payment of out of pocket expenses with progressive payment as may be fixed by the Board as determined and recommended by the Committee in consultation with such Auditors **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 -7 : Increase in 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 Thirty First Annual General Meeting of the Company held on June 30, 2017 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 there of 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 there of **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, free reserves and securities premium of the Company so that the total amount borrowed and outstanding at any point of time shall not exceed ₹ 36,000 crores (Rupees Thirty six 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 - 8: 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 32nd Annual General Meeting ("AGM") until the conclusion of the 33rd 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) ("KMPs"), 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

Place : Chennai
Date : April 26, 2018

C R Dash
Company Secretary

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

Item No : 4

Sri Ranvir Dewan (DIN - 01254350), is a Non-Independent and Non-Executive Director of the Company. He was re-appointed as a Director by the members in the AGM held on July 28, 2016. As per terms of appointment, being a Non-Independent director, he is liable to retire by rotation on July 25, 2018 in his current term of office. Being eligible, he seeks re-appointment. None of the Directors except Sri Ranvir Dewan or 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 set out at item No - 4. The Board recommends passing of the resolution at item no - 4 by the members. This is an ordinary business at the AGM. This is provided as additional details though not required.

Additional information as required under Regulation 36 of brief resume including information required under Regulation 36 (3) of (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR")

Brief Resume :

Sri Ranvir Dewan (DIN - 01254350), Singapore citizen, aged 64 years (Date of Birth - August 8, 1953), holds a Bachelor's of Commerce (honours course) from the University of Delhi. He was re - appointed as a Director on July 28, 2016. He is Fellow of the Institute of Chartered Accountants of England and Wales and a member of the Institute of Chartered Accountants Ontario. Sri Ranvir Dewan has immense

knowledge and extensive experience in the field of Corporate Finance, accounts and audit. He is working in M/s TPG Capital as head of Financial Institutions Group operations since June 2006 based at Singapore. He was Executive Vice President and CFO of Standard Chartered first bank in Seoul, Korea. He was with Citibank for 13 years holding various senior positions in its international businesses. In his previous assignment he was Vice President and Regional Financial Controller of Citibank's Global Consumer Bank with responsibilities covering 11 countries in the Asia Pacific Region. He held senior positions with M/s KPMG in Canada and England where he specialized in the Audits of financial institutions.

Nature of Expertise in specific functional areas - 30 years of experience in Banking, Finance, Accounts and Audit

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

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

Names of entities (Other than the Company) in which the Director holds directorship -
M/s Union Bank of Colombo, M/s Union Bank Finance Company 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 - NIL

Shareholding in the Company - NIL

Sri Ranvir Dewan's attendance at Board Meetings held during the year ended March 31, 2018 and other details are provided in the table of details of Directors in Corporate Governance Report contained in the Annual Report.

Item No : 5

Sri Shashank Singh (DIN - 02826978), is a Non-Independent and Non - Executive Director of the Company. He was appointed as a Director by the members in the AGM held on July 28, 2016. As per terms of appointment, being a Non-Independent Director, he is liable to retire by rotation on July 25, 2018 in his current term of office. Being eligible, he seeks re-appointment. None of the Directors except Sri Shashank Singh or Key Managerial Personnel of the Company and their relatives there of 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 set out at item No - 5. The Board recommends passing of the resolution at item no - 5 by the members. This is an ordinary business at the AGM. This is provided as additional details though not required.

Additional information as required under Regulation 36 of brief resume including information required under Regulation 36 (3) of (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR")

Brief Resume :

Sri Shashank Singh (DIN - 02826978), aged 41years (Date of Birth - June 3, 1976), is an MBA from Harvard Business School, an MA in Economics from Cambridge University and a BA (Honours) from St. Stephen's College (University of Delhi). He has extensive expertise in the areas of corporate finance and strategy, with over 14 years of experience in Private Equity, where he is a Partner and Head of the India office of Apax Partners ("Apax"), the global Private Equity fund, and through his prior experience as a strategy consultant with Monitor Company. He has led or participated in a number of investment deals of Apax in India in Information Communication & Technology ("ICT") Companies, Healthcare and Non Banking Finance Companies ("NBFC") like Healthium Medtech, Mannapuran Finance, Zensar Technologies, Shriram City Union Finance, Cholamandalam Investment & Finance, Global Logic, iGATE, Apollo Hospitals, TIM Hellas, Weather Investments, TDC, Bezeq and Synetrix. He has been on our Board since October 28, 2015.

Nature of Expertise in specific functional areas - Over 14 years of experience in private equity as the head of the India office of M/s Apax Partners LLP ("Apax")

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

Names of Listed entities (other than the Company) in which the Director holds directorship - M/s Zensar Technologies Limited

Names of entities (Other than the Company) in which the Director holds directorship - Apax Partners Advisers (India) Pvt Limited, Greatship (India) Limited, Global Logic, Inc, Impact Foundation (India)

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 - Member of Audit Committee - Zensar Technologies Limited

Shareholding in the Company - NIL

Sri Shashank Singh's attendance at Board Meetings held during the year ended March 31, 2018 and other details are provided in the table of details of Directors in Corporate Governance Report contained in the Annual Report.

Item No : 6

Section 139 of the Companies Act, 2013 and the relevant rule provide for change in auditors on completion of maximum term prescribed in the said section. Such appointment of auditors shall be for a period starting from the date of appointment till the conclusion of sixth AGM. Accordingly, M/s G D Apte & Co., Chartered Accountants, (Firm Registration Number - 100515W), was appointed as the Statutory Auditors of the Company by the members from the conclusion of 31st AGM to the conclusion of 36th AGM of the Company. The said section provides for placing the matter relating to such appointment for ratification by members at every AGM. M/s G D Apte & Co., Chartered Accountants, has confirmed their eligibility for such ratification of appointment. Accordingly, the appointment of M/s G D Apte & Co., Chartered Accountants, is placed before the members for ratification.

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

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, free reserves and securities premium. In addition to the Act, Regulations of SEBI and Regulations of RBI may apply. At the Thirty First AGM held on June 30, 2017 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.

Business of the Company would grow. This growth in business would requires funds. In order to meet business and financial needs of the Company, borrowing is one of the source. So, Company needs to enhance it's borrowings. 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 increase the borrowings to ₹ 36,000 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, free reserves and securities premium of the Company. The borrowings proposed to be ₹ 36,000 crores, which is in excess of the limit set under Section 180 (1) (c) of the Act. Different borrowings may be with different terms and conditions. Each borrowing would have terms and conditions. The terms and conditions of each borrowing may vary from each other. The availing of borrowings, terms and conditions of each borrowing is proposed to be left to the Board and Committee or any person authorized by the Board/ Committee. The Borrowings would require execution of different agreements with the LENDER(S) by the Company. LENDER(S) would require securities for such borrowings. The securities to be offered are expected to be 1.25 times of the borrowings, which would amount to ₹ 45,000 crores in favour of the LENDER(S).The security may require registration of charge with Registrar of Companies or any other authority or Government. The borrowings and creation or registration of charge would require different documents to be executed with such LENDER(S) by the Company. The documents to be executed for the purpose may contain a provision to take over the substantial assets of the Company in certain events.

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 - 7 of the Notice as a Special Resolution.

Item No : 8

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes, the Company would be required to raise 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 / securities 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, if any. The Board of Directors recommend passing of the Resolution set out in item no- 8 of the Notice as a Special Resolution.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : April 26, 2018

C R Dash
Company Secretary

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, 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. The attached attendance slip duly executed shall need to be tendered at the registered counter for entry into the meeting 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 a.m. to 4 p.m. provided not less than three days notice is given in writing to the Company.

7. Additional information, pursuant to Regulation 36 of the LODR in respect of the directors seeking appointment/re-appointment at the AGM form a part of this 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, June 15, 2018. This Notice can be accessed on the web site of the Company at http://www.nseprimeir.com/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/SCUF_AGM_NOTICE_25072018.ZIP 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 a.m. to 4 p.m. 21 days before the date of AGM.

9. The members can cast their votes by way of remote e-voting provided by the Company through CDSL in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date July 18, 2018. Any Member not having login id and password for remote e-voting, may obtain it by sending a request to the RTA.

10. Please update Bank Account numbers, Income Tax Permanent Account Number ("PAN") and other details by submitting the relevant documents to your Depositories or RTA.

11. The Statutory Registers will be available for inspection by the Members at the AGM. Relevant documents and statements referred to in this Notice are open for inspection by the Members at the Registered Office of the Company during business hours 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 Thursday, July 19, 2018 to Wednesday, July 25, 2018 (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 29, 2018 to the demat account holders or holders of physical shares as at the end of the day on July 18, 2018 provided by DP or RTA as the case may be .

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. Please address all correspondence including dividend matters to the RTA.

16. Pursuant to the provisions of section 124 and 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 following table shows the details of due date of transfer of unclaimed dividend to IEPF.

Year ending on March 31	Due Date of Transfer to IEPF		Year ending on March 31	Due Date of Transfer to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
2011	September 1, 2018		2015	September 1, 2022	December 5, 2021
2012	October 31, 2019	December 6, 2018	2016	September 2, 2023	December 4, 2022
2013	August 30, 2020	December 5, 2019	2017	August 4, 2024	December 1, 2023
2014	September 1, 2021	November 30, 2020	2018		December 4, 2024

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 and such dividend/shares can be claimed by respective members from IEPF authority by following the prescribed procedures.

17. Communications including Annual Report, Notice of AGM, the process and manner of e-voting, Attendance Slip, Proxy Form are being sent by electronic mode to the registered email addresses available with the Company/RTA/DP and by permitted mode to the members, who have not registered their email ids with the Company/RTA/DP. Members 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.

18. Members can update their nominations by submitting respective forms to RTA or DP as the case may be.

19. The members had approved in the Extraordinary General Meeting held on May 31, 2013, the limit for holding of shares in the Company by Foreign Institution Investors (FIIs) to the extent of 74% of the paid up share capital of the Company. As per SEBI circular No LAD-NRO/GN/2013-14/36/12 dt January 7, 2014, all the shareholders falling under the category of FIIs shall be deemed to be FPIs (Foreign Portfolio Investors).

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 of the date of the AGM, so as to keep the information ready at the AGM.

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

22. 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.

23. Authorised representatives of corporate members attending/voting at the AGM are requested to send certified copies of such authorisation of their Board to the Company, in advance.

24. The remote e-voting period shall commence from Saturday July 21, 2018 at 10.00 a.m. and shall close on Tuesday July 24, 2018 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 24, 2018 at 5 p.m). In order to e-vote,you need to Log in and then vote. The followings state the Login process.

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

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

(iii) Enter log in credentials (User ID and Displayed capcha). User ID details are as under.

NSDL Demat account holders	8 Character DP ID followed by 8 Digits Client ID
CDSL Demat account holders	16 digits beneficiary ID
Shares held in physical form	EVSN followed by Registered folio number with the Company

(iv) Enter Password

If you are already registered for e-voting - Existing password can be used.

If you are using e-voting for the first time, you need to enter your PAN and Bank Account Number or Date of Birth. Then enter password of your choice in the new password field

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

(vi) Click on the number below EVSN for Shriram City Union Finance Limited.

(vii) It will take you to Voting page. You will see Resolution Description, Choice etc. Against each resolution both the choices "YES/NO" would be there 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.

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

(ix) 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.

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

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

(xii) 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.

(xiii) 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.

(xiv) 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.

(xv) 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.comunder 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.

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

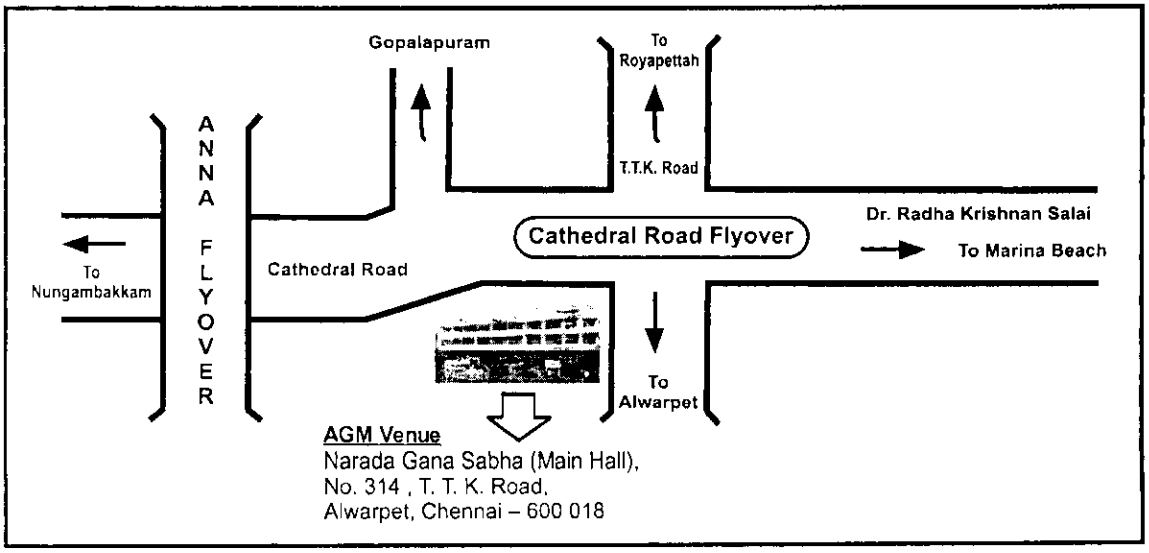
(xvii) The Scrutiniser would be able to view the names and number of shareholders who have casted the vote by way of e-voting on Tuesday July 24, 2018 after 5 p.m. in the presence of at least two witnesses, who are not in employment of the Company and can unblock the voting pattern after the conclusion of AGM on July 25, 2018 and report on the results of voting.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : April 26, 2018

C R Dash
Company Secretary

Route map to AGM venue



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

SHRIRAM

ATTENDANCE SLIP

32nd Annual General Meeting - July 25, 2018

I hereby that I am a member / proxy / authorised representative for the member of the Company. I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday, July 25, 2018 at Narada Gana Sabha ('Mini Hall'), No. 314, 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

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

Electronic Voting Sequence Number (EVSN)	User ID	Sequence No.

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

SHRIRAM

Proxy Form (Form No. MGT - 11)

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

Name of Member(s) :

Registered address :

E-mail Id :

Folio No./Client Id / DP Id :

I/We, being the Member(s) holding ..... shares of Shriram City Union Finance Limited, hereby appoint

Name: ..... 2. Name: ..... 3. Name: .....

Address: ..... Address: ..... Address: .....

E-mail Id: ..... E-mail Id: ..... E-mail Id: .....

Signature: .....or failing him/her Signature: .....or failing him/her Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on the July 25, 2018 at 10 a.m. at Narada Gana Sabha (Mini Hall), No. 314, 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 2018

Affix Revenue Stamp

Signature of shareholder ..... Signature of Proxy holder(s) .....

Notes:

1. 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.
2. Please refer to the Notice of the 32nd Annual General Meeting for the resolutions, explanatory statement and notes.

esolution No.	Resolutions
	Ordinary Business
1.	Adoption of standalone financial statements of the Company for the year ended March 31, 2018
2.	Adoption of consolidated financial statements of the Company for the year ended March 31, 2018
3	Declaration of final dividend and confirm the Interim dividend for the financial year ended March 31, 2018
4.	Appointment of Sri Shashank Singh (DIN 02826978) as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013
5	Appointment of Sri Ranvir Dewan (DIN 01254350) as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013
6	Ratification of the Appointment of Auditors
	Special Business
7	Increase in Borrowing powers under Section 180 (1) (c) of the Companies Act, 2013
8	Private Placement of Securities