SHRIRAM City
MONEY WHEN YOU NEED IT MOST

Ref: D: STEC

July 6, 2015

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

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

Sir,

Ref: Scrip Code BSE – 532498 and NSE – SHRIRAMCIT

As required under Clause 31 (e) of the listing agreement, please find enclosed 3 copies of the Annual General Meeting ("AGM") Notice together with the explanatory statement for your kind information and records.

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

Thanking you,

Yours faithfully,
For **SHRIRAM CITY UNION FINANCE LIMITED,**

C R DASH
Company Secretary

Encl:a.a.

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

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NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that 29th Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") will be held on Tuesday, July 28, 2015 at 10 am at Narada Gana Sabha (Mini Hall), No 314, 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 and Clause 35B of listing agreement, 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, 2015 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 ₹ 10.50 per equity share of ₹ 10 each and to conform the interim dividend of ₹ 4.50 per equity share of ₹ 10 each of the Company, already paid for the financial year ended March 31, 2015.

Item No 3 : Appointment of Director

To appoint a Director in the place of Sri. Gopalasamudram Srinivasaraghavan Sundararajan (holding Director Identification Number 00361030) who retires by rotation under Section 152(6) of the Companies Act, 2013 and is eligible for re-appointment.

Item No 4 : 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 is eligible for re-appointment.

Item No 5 : Appointment of Auditors

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

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and The Companies (Audit and Auditors) Rules, 2014 ("Rule") 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") of the Board of Directors of the Company ("Board"), M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, (Firm Registration Number 309015E), who have offered themselves for re-appointment and confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Act and Rule 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 in addition to

reimbursement of out of pocket expenses and payment of applicable service tax as may be fixed by the Board as determined and recommended by the Committee in consultation with such Auditors and such remuneration may be paid on a progressive basis to be agreed between the said Auditors and the Board."

SPECIAL BUSINESS :

Item No 6 : 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 Twenty Eighth Annual General Meeting of the Company held on July 28, 2014 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 & Exchange Board of India, Reserve Bank of India and any other applicable regulations, if any 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 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 or sums of moneys secured or unsecured for and on behalf of the Company by way of term loan, any other loan, 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 non convertible 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 Annual General Meeting ("AGM") until conclusion of **next** AGM of the Company 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"), 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 of the Company 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 ₹ 30,000 crores (Rupees Thirty thousand crores).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board

be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities referred in aforesaid resolution and for reserving the aforesaid right."

Item No 7 : **Private Placement of Securities**

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

"**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, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations") as amended from time to time, and the 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 laws and regulations, 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 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 make offer(s), invitation(s) to invite, offer, issue, allot secured or unsecured on a private placement basis, Redeemable Non-Convertible Debentures ("NCDs"), Subordinated Debts, Bonds, Commercial Papers or any other Debt Securities not exceeding ₹ 10,000 crores (Rupees Ten thousand crores) in one or more tranches during the period commencing from the date of this Annual General Meeting ("AGM") hereof until the conclusion of the next AGM of the Company to the Qualified Institutional Buyers ("QIBs"), Foreign Institutional Investors ("FII"), Foreign Portfolio Investors ("FPIs"), banks, Financial Institutions ("FIs"), Mutual Funds ("MFs"), provident funds, gratuity funds, corporates 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 of the issue .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company and/or any Committee, to give effect to the resolution."

Item No 8 : Adoption of new set of Articles of Association of the Company replacing existing Articles of Association

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Incorporation) Rules, 2014 including any statutory modification (s) or re-enactments thereof for the time being in force, all the regulations/clauses contained in the existing Articles of Association of the Company ("Existing Articles") be and are hereby approved

to be replaced with the new set of regulations/clauses in the Articles of Association of the Company ("New Articles") in order to align the Articles with the provisions of the Act and in order to meet other requirements and the said New Articles be and hereby approved and adopted as Articles of Association of the Company in place of and in substitution of and to the entire exclusion of the Existing Articles to be binding on the members and others dealing with Company with effect from August 1, 2015, a copy of the same New Articles as placed before the members in the Annual General meeting.

RESOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions in connection with all such filings and registrations as may be required in relation to the aforesaid amendments to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No 9 : Appointment of Sri Gerrit Lodewyk Van Heerde as a Non-Executive and Non Independent Director as per Section 161 of the Companies Act, 2013

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 section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Articles of Association of the Company, Sri. Gerrit Lodewyk Van Heerde (Director Identification Number - 06870337), who was appointed as an Additional Director of the Company with effect from August 1, 2014 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act proposing the candidature of Sri. Gerrit Lodewyk Van Heerde for the office of Director be and is hereby appointed as a Non Executive, Non Independent Director of the Company liable to retire by rotation.**"**

Item No 10: Appointment of Sri Debendranath Sarangi as a Non-Executive and Independent Director as per Section 161 of the Companies Act, 2013

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 section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Clause 49 of the Listing Agreement, Sri Debendranath Sarangi (Director Identification Number - 01408349) who was appointed as an Additional Director of the Company with effect from January 29, 2015 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who qualifies to be an independent director and in respect of whom the Company has received notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act proposing the candidature of Sri Debendranath Sarangi for the office of Director be and is hereby appointed as a Non Executive Independent Director of the Company to hold office for five consecutive years upto July 27, 2020 not liable to retire by rotation. "

Item No 11: Appointment of Smt. Maya S Sinha as a Non-Executive and Independent Director as per Section 161 of the Companies Act, 2013

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 section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Clause 49 of the Listing Agreement, Smt. Maya S Sinha (Director Identification Number - 03056226) who was appointed as an Additional Director of the Company with effect from May 28, 2015 by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who qualifies to be an independent director and in respect of whom the Company has received notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lac only) from a member under Section 160 (1) of the Act, proposing the candidature of Smt. Maya S Sinha for the office of Director be and is hereby appointed as a Non Executive, Independent Director (Woman) of the Company to hold office for five consecutive years upto July 27, 2020 not liable to retire by rotation."

Item No 12: NON- IMPLEMENTATION AND DISCARDING OF SCUF EMPLOYEES STOCK OPTION SCHEME 2008 :

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

"**RESOLVED THAT** SCUF Employees Stock Option Scheme 2008 approved by the members at their meeting held on May 3, 2008, from which no grant of options has yet been made and as recommended by the Board of Directors of the Company based on the recommendation by it's Nomination and Remuneration Committee ("NRC") be and is approved not to be implemented and be discarded forthwith and the Board or NRC or such other Committee constituted or to be constituted by the Board for the purpose be and is hereby authorized to take necessary steps to intimate and file necessary documents with the statutory authorities/regulators in this regard."

By Order of the Board
For SHRIRAM CITY UNION FINANCE LIMITED

Place : Chennai **C R DASH**

Date : May 28, 2015 **COMPANY SECRETARY**

Notes forming a part of the Notice :

1) The explanatory statement as required under Section 102 (1) of the Companies Act, 2013 ("Act") with respect to special business set out in item no. 6 to 12 of the Notice is annexed hereto.

2) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on June 19, 2015. The Notice of the Meeting is also posted on the website of the Company, which can be accessed with the web link- http://www.shriramcity.in/PDF/Inv_AnnualReport/AGM-NOTICE-2015.pdf.

3) The Company is providing facility for voting by electronic means and the business set out in this notice shall be transacted through e-voting. The members can cast their votes by way of remote e-voting in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date July 21, 2015. Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice of this Annual General Meeting ("AGM") and holding shares as of the cut-off date i.e. July 21, 2015 may obtain the login id and password by sending a request for remote e-voting to the RTA. However if you are already registered with CDSL for e-voting, then you can use your existing user id and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot user details/password" option available on www.evotingindia.com

4) 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.

5) 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.

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

7) 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.

8) 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.

9) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Register of Members as maintained by RTA will be available for inspection by the Members at the AGM. Relevant documents and Statement referred to in this Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days till the date of the AGM.

10) Pursuant to Section 91 of the Act and Clause no.16 of the listing agreement, the Register of Members / Beneficial Owners and Share Transfer Book will remain closed from Wednesday July 22, 2015 to Tuesday July 28, 2015 (both days inclusive) for the purpose of the AGM and for the purpose of payment of final dividend.

11) Subject to the provisions of the Act, the dividend as recommended by the Board , if declared at the AGM shall be paid on or after August 1, 2015 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, 2015 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, 2015.

12) 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.

13) 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.

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

15) Members desiring to claim dividend, which remained unclaimed, are requested to write to the Company Secretary of the Company at the Secretarial office mentioned above . Section 124 of the Act mandates transfer of dividend which remain unclaimed for a period of seven years from the date of such transfer to unclaimed dividend account to transfer 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, 2008 to the General Revenue Account of the Central Government or IEPF as the case may be.

16) 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 2015, Notice of AGM, Notes mentioning inter-alia the process and manner of e-voting and voting through postal ballot, 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 registered their email ids 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.

17) Members may also note that the Notice of 29th AGM and Annual Report 2015 shall be available on the web site of the Company at http://www.shriramcity.in/PDF/Inv_AnnualReport/AGM-NOTICE-2015.pdf and the physical copies of these documents shall be available at the Registered office of the Company for inspection on working days between 10 a.m. to 4 p.m.

18) As per the provisions of the Act, 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 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.

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

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

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

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

23) The facility for voting (e-voting or ballot or polling) shall be made available at meeting. 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.

24) The procedure and instructions for voting through electronic means are as follows:

The remote e-voting period shall commence from Friday, July 24, 2015 at 10.00 a.m. and shall close of Monday, July 27, 2015 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 27, 2015 at 5 p.m.)

(i) Shareholders should 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 Image verification 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.

	For Members holding shares in Demat Form and 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 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in captial Letters . Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter the DOB or Bank Details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

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

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

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

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

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

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

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

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

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

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

(xvi) Note for Non-Individual Shareholders & Custodians:

- Non-Individual Shareholders/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote .
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

(xviii) The Scrutiniser would be able to view the names and number of shareholders who have casted the vote by way of e-voting on Monday, July 27, 2015 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 July 28, 2015 and report on the results of voting.

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

Item No : 6

Section 180 (1) (c) of the Act provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and /or to be obtained from Company's bankers in ordinary course of business) in excess of share capital and free reserves. At the Twenty Eighth Annual General Meeting held on July 28, 2014 the Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 25,000 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. The total loans outstanding as on March 31, 2015 was ₹11,224.68 crores excluding temporary loans. As on March 31, 2015, the share capital and free reserves were ₹ 65.90 crores and ₹ 1478.88 crores respectively.

In order to further expand the business and meet financial needs of the Company, money is required. In order to meet these requirements of money, borrowings are the source. In view of this, the borrowings by the Company will increase. The borrowings may be under different methods as felt appropriate by the Board including Public Issue of NCDs/Securities. SEBI Regulations & RBI Regulations may apply. Therefore it is considered desirable to increase the limit of borrowings to ₹ 30,000 crores from ₹ 25,000 crores apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business. As per Section 180 (1) (c) of the Act, the approval of Members is required to borrow funds exceeding aggregate of paid up capital and free reserves of the Company. The proposed borrowings are ₹ 30,000 crores, which is in excess of the limit set under Section 180 (1) (c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

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

Item No : 7

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company it would require raising fresh funds and raising funds through private placement of different securities is one of the source. It is proposed to raise fresh funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures,

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 previous special resolution only once in a year for all the offers or invitation for such debentures during the year. The NCDs are proposed to be issued at face value as may be permissible as per RBI regulations and acceptable to the subscribers of the security. The securities are not proposed to be issued at premium.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

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

Item No: 8

The Company's Articles of Association ("Existing Articles"), was last amended in the AGM held on July 28, 2014. It is proposed to replace, substitute and to the entire exclusion of all the Articles of the Existing Articles with new set of Articles to form Articles of Association of the Company from the decided date ("New Articles"). Existing Articles contains reference to certain Sections and Schedules of Companies Act, 1956. The Act came into force from April 1, 2014. It is essential to align the Articles of Association of the Company to the Act. Further, in order to have more ease in operations, few articles of the Existing Articles are required to be modified/changed/dropped. Section - II of the Existing Articles is required to be fully dropped as most of these articles/clauses form a part of the listing agreement mandatorily required to be complied by the Company. Section - II of the Existing Articles was approved to be included by the members in their meeting held on date December 4, 2008 in view of the Share Subscription Agreement ("SSA") dated September 12, 2008 entered among M/s. TPG India Investments I Inc, ("Investor"), promoters of Shriram Group, Shriram Retail Holdings Private Limited ("SRHPL"), Shriram Enterprise Holdings Private Limited ("SEHPL") and Shriram City Union Finance Limited ("SCUF") whereby the investor agreed to acquire certain equity shares and warrants of SRHPL which was the holding Company of the Company. In view of exit of the Investor and subsequent agreement, the SSA has become inoperative. Therefore, Section - II of the Articles of Association can be dropped totally The New Articles shall be in place of and in substitution of and to the entire exclusion of the Existing Articles to be binding on the members and others dealing with Company with effect from August 1, 2015. As per Section 14 of the Act, any alteration in the Articles of Association of the Company requires approval of shareholders by way of special resolution.

The Existing Articles along with New Articles are available to all the members of the Company for inspection at the Registered office of the Company on any working day from 10 a.m. to 4 p.m.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

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

Item No: 9

Sri. Gerrit Lodewyk Van Heerde (DIN-06870337) was appointed as an Additional Director by the Board in accordance with the Articles of Association and Section 161 of the Act with effect from August 1, 2014. As per Section 161 of the Act, Sri. Gerrit Lodewyk Van Heerde holds office upto the date of the Twenty Ninth AGM . The Company has received requisite notice in writing along with a deposit of ₹ 1,00,000

from a member under Section 160 of the Act signifying the candidature of Sri. Gerrit Lodewyk Van Heerde to be appointed as a Non-Executive and Non Independent Director liable to retire by rotation. Sri. Gerrit has consented to and declared as qualified for such appointment, if made. Sri. Gerrit Lodewyk Van Heerde possesses requisite knowledge, experience and skill for the position of Director. 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 Sri.Gerrit Lodewyk Van Heerde as a Non-Executive and Non Independent Director liable to retire by rotation. The profile and other directorships of Sri. Gerrit Lodewyk Van Heerde are as under.

Brief profile:

Sri. Gerrit Lodewyk Van Heerde is Chief Financial Officer of Sanlam Emerging Markets, South Africa since November 2012 and held various positions since last 22 years in the financial services industry in the Sanlam Group ,South Africa.

Other directorships :

1.Sanlam Emerging Markets (Pty) Ltd 2.Sanlam Southern Africa (Pty) Ltd 3.Letshego Holdings Ltd 4.Sanlam Namibia Holdings Ltd 5.Sanlam Namibia Ltd 6.Sanlam Life Namibia Ltd 7. Capricorn Life Insurance Company Ltd 8.Life Office of Namibia Ltd 9.Sanlam Namibia Trust Managers 10.Nico Holdings Ltd 11.Nico Life Insurance Company Ltd 12. NBS Bank Ltd 13.African Life Assurance Company Botswana (Pty) Ltd 14.Shriram Transport Finance Company Limited 15.Sanlam Emerging Markets (Mauritius) Ltd

For other details, please refer to the Annexure below.

Except Sri. Gerrit Lodewyk Van Heerde, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director *, inter se* of the Company and does not hold any share in Company.

The Board of Directors recommend passing of the resolution set out in Item No 9 of the Notice.

Item No. 10

Sri. Debendranath Sarangi (DIN - 01408349) was appointed as an Additional Director by the Board in accordance with the Articles of Association and Section 161 of the Act with effect from January 29, 2015. As per Section 161 (1) of the Act, Sri. Debendranath Sarangi holds office upto the date of the Twenty ninth Annual General Meeting. 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 Act signifying the candidature of Sri. Debendranath Sarangi to be appointed as a Non-Executive and Independent Director, not liable to retire by rotation. Sri. Sarangi has consented to and declared as qualified for such appointment, if made and has declared that he meets the criteria of independence prescribed under Section 149(6) of the Act and Clause - 49 of the listing agreement. Sri. Sarangi is independent of the management and possesses required skill, experience and knowledge to be a Director. 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 Sri. Debendranath Sarangi as a Non-Executive and Independent Director not liable to retire by rotation for consecutive period of 5 years upto July 27, 2020. It was decided by the Board that he shall continue on the Board as director based on his performance evaluation. The profile and other directorships of Sri. Sarangi are as under.

Brief Profile:

Sri. Debendranath Sarangi started his career in Indian Administrative Service (IAS), Tamilnadu Cadre as a Sub-Collector & retired as Chief Secretary, Govt of Tamilnadu. He also acted as the Advisor to the Government of Tamilnadu for few months after his retirement as Chief Secretary. In his 35 years of career

as an IAS, he held the positions of Additional Secretary/ Joint Secretary/ Deputy Secretary in various departments of Govt of Tamilnadu i.e. Food, Civil Supplies & Co-operation, Transport, Revenue, Labour & Employment, Housing & Urban Development, Small Industries (now called as MSME), Forest & Environment, Youth Affairs & Sports. He also held positions of Commissioner of Commercial Taxes, Chairman of Tamilnadu Industrial Development Corporation, Chairman of State Transport Corporations in Tamilnadu (7 such corporations in the state). He was the key person in making and implementation of policies for housing, urban transportation, airport, seaport, railway modernisation, urban planning, urban infrastructure investment, SEZ promotion, investment through joint venture, labour and factory laws, revenue rules, provisions regarding land acquisition & compensation fixation, rehabilitation of the affected.

Other directorships :

1. The Tamilnadu Tea Plantation Corporation Limited 2.Devinarayanan Housing and Property Developments Private Limited 3.Voltas Limited 4.Rohini Industrial Electricals Limited

For other details, please refer to the Annexure below.

Except Sri. Debendranath Sarangi, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director *, inter se* of the Company and does not hold any share in Company.

The Board of Directors recommend passing of the resolution set out in Item No 10 of the Notice.

Item No. 11

Smt. Maya S Sinha (DIN - 03056226) was appointed by the Board as an Additional Director in accordance with the Articles of Association and Section 161 of the Act with effect from May 28, 2015. As per Section 161 (1) of the Act, Smt. Maya S Sinha holds office upto the date of the Twenty ninth Annual General Meeting. 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 Act, signifying the candidature of Smt. Maya S Sinha to be appointed as a Non-Executive and Independent Director, not liable to retire by rotation. She has consented to and declared as qualified for such appointment, if made and has declared that she meets the criteria of independence prescribed under Section 149(6) of the Act and Clause-49 of the listing agreement. She is independent of the management and possesses required skill, experience and knowledge to be a Director. As per Section 149 (1) of the Act and notification no - CIR/CFD/Policy Cell/2/2014 dated April 17, 2014 and CIR/CFD/Policy/Cell/7/2014 dated September 15, 2014 of SEBI, the Company is required to have a woman as Director on the Board of the Company. Smt. Lakshmi Pranesh was the woman director on the Board of the Company from December 1, 2010. Smt. Pranesh resigned as a Director of the Company with effect from January 30, 2015 due to personal reasons. If appointed, Smt. Maya S Sinha would be the only woman director on the Board ,which would comply with the requirements of the Act and the Listing Agreement with respect to appointment of woman director. 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 Smt. Maya S Sinha as a Non-Executive and Independent Director not liable to retire by rotation for consecutive period of five years upto July 27, 2020. The profile and other directorships of Smt. Maya S Sinha are as under.

Brief profile:

Smt. Maya S Sinha is founder Director of Clear Maze Consulting (Pvt) Limited, which is a consultancy firm in the area of PPPs since July 2013. From June 2010 to June 2013 she was Executive Director of M/s Core Education and Technologies Limited ("CETL") a listed company, engaged in providing technology based solutions to educational institutions in the areas of Teaching, Learning, Assessment and Governance. CETL had grown fast globally both inorganically and organically under her leadership. From 2006 to 2010 Smt. Maya S Sinha was Deputy Chairman, in Jawaharlal Nehru Port Trust (JNPT),

and was a trustee on the Board of Trustees of JNPT. During 2003 to 2006 Smt Maya S Sinha was Financial Advisor and Commissioner and member of Khadi and Village Industries Commission (KVIC). From 1981 to 2003 Smt. Maya S Sinha was a member of the Indian Revenue Service (IRS - Income Tax), and worked in various capacities - Assistant Commissioner, Deputy Commissioner, Joint Commissioner, Additional Commissioner and Commissioner - in Metro cities of New Delhi, Mumbai and Chennai as well as non-metros like Nagpur.

Other directorships :

1.Clear Maze Consulting Private Limited 2.Shreyas Shipping and Logistics Limited 3.Indian Clearing Corporation Limited 4.Shriram Equipment Finance Company Limited

For other details, please refer to the Annexure below.

Except Smt. Maya S Sinha, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. She is not related to any director *, inter se* of the Company and does not hold any share in Company.

The Board of Directors recommend passing of the resolution set out in Item No 11 of the Notice.

ANNEXURE TO ITEM NO. 3, 4, 9, 10 and 11 of the Notice
Details of Directors seeking re-appointment and appointment as a director as per Section 161 of the Companies Act, 2013

1. Sri. Gopalasamudram Srinivasaraghavan Sundararajan , Director

Sri. G. S. Sundararajan is a director on the Board of the financial service companies representing the promoter in providing oversight in critical areas of strategic growth opportunities for these companies. He leads the banking initiative for the group which is one of the key value-enhancing forays in the near future for this Financial Services conglomerate. Prior to this, Sri. Sundararajan was the CEO & Managing Director of M/s.Fullerton India Credit Company Ltd. He was an integral part of M/s.Temasek's vision for India in the Banking and Financial Services space that went on to become the fastest growing and largest networked Finance Company in the country. Sri. G. S. Sundararajan had an exceptional stint in Citibank where he built the SME and ABF business of the bank across the country. Having joined Citi Group in the role of Risk Head for their SME/ABF business, Sri. G. S. Sundararajan went on to become the overall Business Head in the capacity of Managing Director, Citi Group for its SME/ABF businesses.

Other Directorships :

1.Shriram Credit Company Limited 2. Shriram Capital Limited 3.Shriram General Insurance Company Limited 4. Shriram Life Insurance Company Limited 5. Shriram Equipment Finance Company Limited 6. Shriram Housing Finance Limited 7. Shriram Seva Sankalp Foundation

2. Sri. Puneet Bhatia, Director

Sri. Puneet Bhatia is presently working as the Managing Director and Country - Head (India) for M/s.TPG Asia. From 1990 to 1995, he was with ICICI Limited in the project and corporate finance group and thereafter worked as a senior analyst with Crosby Securities for a year. From 1996 to 2002 he was the Chief Executive of the Private Equity Group GE Capital India, where he managed a portfolio of numerous companies.

Other Directorships :

1.TPG Capital India Pvt. Limited 2. Flare Estate Pvt. Limited 3. TPG Wholesale Pvt. Limited 4.Shriram Properties Pvt. Limited 5.Shriram Capital Limited 6.Janalakshmi Financial Services Pvt. Limited 7.Vishal E-Commerce Pvt. Limited 8.Havells India Limited 9.Manipal Health Enterprises Pvt. Limited 10.Shriram Transport Finance Company Limited

Name of the Director	Sri. Gopalasamudram Srinivasaraghavan Sundararajan	Sri. Puneet Bhatia	Sri. Gerrit Lodewyk Van Heerde	Sri. Debendranath Sarangi	Smt. Maya S Sinha
Citizenship	India	India	South Africa	India	India
Date of Birth	May 29, 1960	December 16, 1966	October 9, 1967	January 1, 1953	March 9, 1959
DIN	00361030	00143973	06870337	01408349	03056226
Qualifications	B. E., MBA	B.Com, MBA	B.Com, Honours Degree in Actuarial Science, Fellow of the Faculty of Actuaries in Scotland and Fellow of the Actuarial Society of South Africa	M.A. (Political Science), M.Sc (Economics) from University of Swanesea, U K	M.A. from Delhi School of Economics, (Econometrics, Monetary Finance and Public Economics)
Nature of Expertise in specific functional areas	Financial Services	Portfolio Management and Financial Services	Financial Services	Economics, Finance, Corporate and Administrative	Economics, Finance, Taxation and Corporate
Number of Board Meetings of the Company attended during the year ended March 31, 2015	4 out of 4 Meetings held from the date of his appointment	3 out of 4 Meetings held from the date of his appointment	2 out of 2 Board Meetings held from the date of his appointment	1 out of 1 meeting held from the date of his appointment	NIL
Membership/ Chairmanship of the Committees of Board of other companies in which he is a director as per clause 49 of the listing agreement	NIL	NIL	NIL	1.Member – Audit Committee (Rohini Industrial Electricals Limited) 2.Member – Nomination and Remuneration Committee (Rohini Industrial Electricals Limited	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL

Item No.12

The shareholders of the Company had approved the SCUF Employees Stock Option Scheme 2008 of the Company at the Extraordinary General Meeting held on May 3, 2008. Keeping in view the benefits of employees and the Company, the Board approved Employees Stock Option Scheme 2013. No options are granted from SCUF Employees Stock Option Scheme 2008. The Board recommends to not to implement and to discard the SCUF Employees Stock Option Scheme 2008 as no options are granted yet to the employees under the said Scheme .

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 holding in Securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no - 12.

By Order of the Board
For SHRIRAM CITY UNION FINANCE LIMITED

Place : Chennai **C R DASH**

Date : May 28, 2015 **COMPANY SECRETARY**

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 City
MONEY WHEN YOU NEED IT MOST

ATTENDANCE SLIP

29th Annual General Meeting – July 28, 2015

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Tuesday, July 28, 2015 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 (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. Route map to AGM venue is provided on the reverse side of this Attendance Slip.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	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 City
MONEY WHEN YOU NEED IT MOST

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]

29th Annual General Meeting – July 28, 2015

Name of the member (s): Registered address:

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on July 28, 2015 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 :

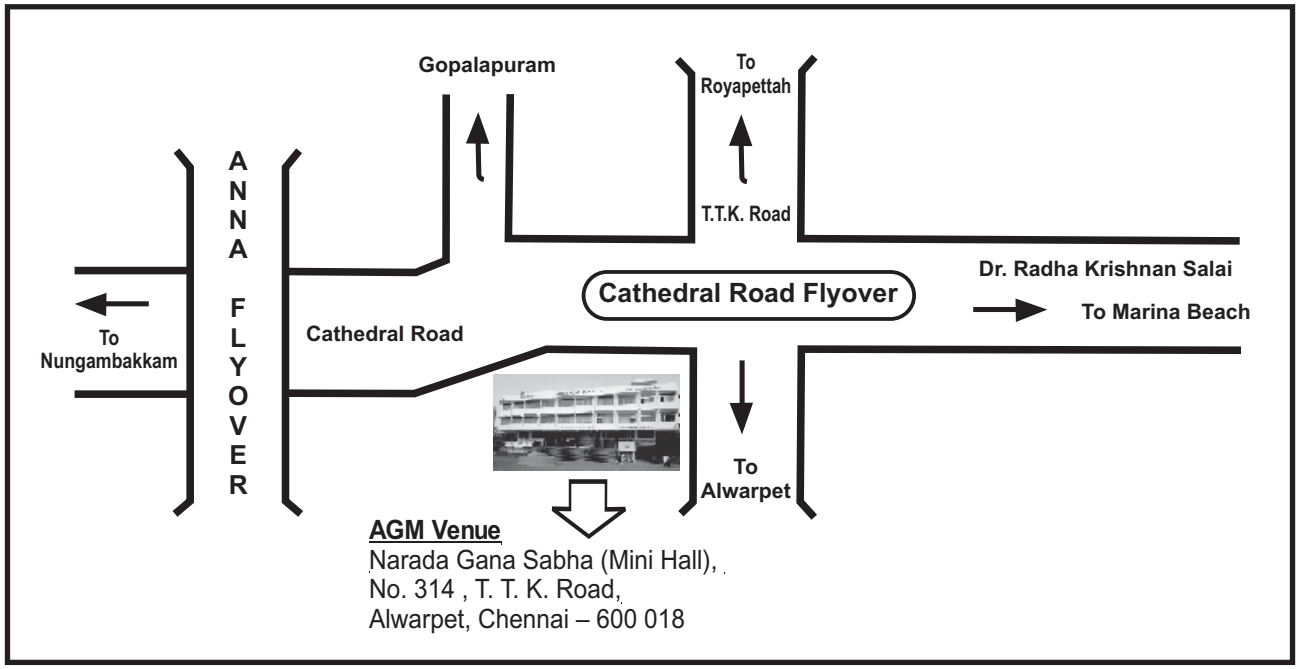
Signed this……..... day of..…… 2015 .....

Affix Revenue Stamp

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

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.

Route map to AGM venue



RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of financial statements of the Company for the year ended March 31, 2015.
2	Approval of final dividend and to confirm the Interim dividend for the financial year ended March 31, 2015.
3	Appointment of Sri Gopalasamudram Srinivasaraghavan Sundararajan as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013.
4	Appointment of Sri Puneet Bhatia as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013.
5	Appointment of Auditors.
SPECIAL BUSINESS	
6	Increase in Borrowing Powers under Section 180 (1) (C) of the Companies Act, 2013.
7	Private Placement of Securities.
8	Adoption of new set of Articles of Association of the company replacing existing Articles of Association.
9	Appointment of Sri Gerrit Lodewyk Van Heerde as a Non Executive and Non Independent Director as per Section 161 of the Companies Act, 2013.
10	Appointment of Sri Debendranath Sarangi as a Non Executive and Independent Director as per Section 161 of the Companies Act, 2013.
11	Appointment of Smt Maya S Sinha as a Non Executive and Independent Director as per Section 161 of the Companies Act, 2013.
12	Non-Implementation and Discarding of SCUF Employees Stock Option Scheme 2008.