Ref: STEC/NSE/BSE/582/2022 June 10, 2022

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: ISIN – INE722A01011; **Scrip Code BSE – 532498 & NSE – SHRIRAMCIT**

Sub : Declaration of Voting results for resolutions passed through e-voting

The members of M/s Shriram City Union Finance Limited, CIN-L65191TN1986PLC012840 ("Company") approved by way of Special resolutions for i. Creation of Security by the Board on the Asset(s)/ Receivables in respect of borrowings by the Company ii. Issue of Debentures on Private Placement basis by the Board conducted through remote e-voting. Sri P Sriram, (Membership No FCS 4862) Practicing Company Secretary (PCS No 3310) of M/s SPNP & Associates, Chennai was appointed by the Board of Directors of the Company as Scrutiniser for conducting voting through remote e-voting. The Scrutiniser submitted his report on June 10, 2022 stating the special resolutions as stated above were passed with requisite majority.

1. Voting results and Report dated June 9, 2022 of the Scrutiniser on e-voting (Annexure 1)
2. Notice dated April 29, 2022 (Annexure 2)

We inform that the Special Resolutions contained in the Notice were passed with requisite majority by the Members of the Company. This is an intimation under Regulation 44 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For Shriram City Union Finance Limited,

CHITTA RANJAN DASH

Digitally signed by CHITTA RANJAN DASH
DN: c=IN, o=Personal, pseudonym=253e758819 54f0ed609677036030e35c529e49b1591ac1efb56a0d4aa0fa45e9, postalCode=600059, st=TAMIL NADU, serialNumber=bba80f72467cc10e019f7ab1abd4b8bf3ae10e30333e89c7c430fa8dca68393b, cn=CHITTA RANJAN DASH
Date: 2022.06.10 13:23:51 +05'30'

Company Secretary

Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015	
Name of the Company	SHRIRAM CITY UNION FINANCE LIMITED
Date of Declaration of Results of Postal ballot	JUNE 10, 2022
Last Date of Receipt of Postal Ballot forms/e-voting	JUNE 8, 2022
Total number of Shareholders as on Cut-off date	22379
No.of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO. 1:	**CREATION OF SECURITY BY THE BOARD ON THE ASSET(S) /RECEIVABLES IN RESPECT OF THE BORROWINGS BY THE COMPANY:**							
Resolution required: (Ordinary/Special)	**Special Resolution**							
Whether promoter/promoter group interested in the agenda/resolution?	**No**							
Category	**Mode of Voting**	**No. of Shares held (1)**	**No.of Votes polled (2)**	**% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100**	**No. of Votes - in favour (4)**	**No.of Votes -- against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7) = [(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	23061083	23061083	100	23061083	0	100	0
	Poll							
	Postal Ballot(if applicable)							
	Total	23061083	23061083	100	23061083	0	100	0
Public Institutions	E-Voting	20995196	17720172	84.401	17630421	89751	99.494	0.506
	Poll							
	Postal Ballot(if applicable)							
	Total	20995196	17720172	84.401	17630421	89751	99.494	0.506
Public Non-Institutions	E-Voting	22603581	6608280	29.236	6607246	1034	99.984	0.016
	Poll							
	Postal Ballot(if applicable)							
	Total	22603581	6608280	29.236	6607246	1034	99.984	0.016
Total		66659860	47389535	71.092	47298750	90785	99.808	0.192

Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI(Listing Obligation and Disclosure Requirements)Regulations, 2015	
Name of the Company	SHRIRAM CITY UNION FINANCE LIMITED
Date of Declaration of Results of Postal ballot	JUNE 10, 2022
Last Date of Receipt of Postal Ballot forms/e-voting	JUNE 8, 2022
Total number of Shareholders as on Cut-off date	22379
No.of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO. 2:	**ISSUE OF DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD**							
Resolution required: (Ordinary/Special)	**Special Resolution**							
Whether promoter/promoter group interested in the agenda/resolution?	**No**							
Category	**Mode of Voting**	**No. of Shares held (1)**	**No.of Votes polled (2)**	**% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100**	**No. of Votes - in favour (4)**	**No.of Votes -- against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7) = [(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	23061083	23061083	100	23061083	0	100.00	0
	Poll							
	Postal Ballot(if applicable)							
	Total	23061083	23061083	100	23061083	0	100.00	0
Public Institutions	E-Voting	20995196	17720172	84.401	17630421	89751	99.494	0.506
	Poll							
	Postal Ballot(if applicable)							
	Total	20995196	17720172	84.401	17630421	89751	99.494	0.506
Public Non-Institutions	E-Voting	22603581	6608269	29.235	6608043	226	99.997	0.003
	Poll							
	Postal Ballot(if applicable)							
	Total	22603581	6608269	29.235	6608043	226	99.997	0.003
Total		66659860	47389524	71.092	47299547	89977	99.810	0.190

P Sriram & Associates
Practising Company Secretaries

REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT) BY THE SHAREHOLDERS OF SHRIRAM CITY UNION FINANCE LIMITED

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

To

THE MANAGING DIRECTOR
SHRIRAM CITY UNION FINANCE LIMITED
123,ANGAPPA NAICKEN STREET, CHENNAI 600001

Dear Sir,

Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot) remote e-voting –reg.

Pursuant to the Resolution passed by the Board of Directors of Shriram City Union Finance Limited **("Company")** on April 29, 2022 I was appointed as a Scrutinizer for conducting the process of remote e-voting in respect of the SpecialResolutions as circulated in the Notice dated April 29, 2022pursuant toSection 110of the Companies Act, 2013 ('the Act') read with Rule 20 & Rule 22 of Companies (Management and Administration) Rules, 2014read with theGeneral Circular Nos issued by the Ministry of Corporate Affairs ("MCA"), 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 ("MCA Circulars"), SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the below mentioned items:

I. **Creation of Security by the Board on the Asset(s) /Receivables in respect of the borrowings by the Company**
II. **Issue of Debentures on Private Placement basis by the Board**

P.Sriram & Associates PCS Mandaveli, Chennai - 28

No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

The approval of the shareholders was sought by means of remote e- voting pursuant to the provisions of Section 110 of the Act and the Rules framed there under and as required under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

In accordance with the MCA Circulars and SEBI Listing Regulations, the Company had made necessary arrangements with Central Depository Services(India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through remote e-voting and also organized through Integrated Registry Management Services Private Limitedits Registrar and Share Transfer Agent (herein after referred as "RTA") to setup the e-voting facility on the CDSL e-voting platform available on its website:https://www.evotingindia.com/.

The Postal Ballot Notice was sent to the Members whose names appears in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') ('Depositories') as at the close of business hours on Friday, May6, 2022 ('Cut-Off Date'). Members as on Cut-Off Date were entitled to vote by way of remote e-voting. The said Notice was sent electronically to all Members whose e-mail addresses are registered with RTA.Members whose e-mail addresses were not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice was sent through SMS.

The Company through its RTA uploaded the Resolution together with explanatory statement on which e-votingwassought from the shareholders and for generating E-Voting Event Number (EVEN) by the system provider and also hosted the same in the website of the Company, https://www.shriramcity.in/.

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FURTHER, I REPORT THAT:

The remote e-voting Notice dated April 29, 2022 were sent to 22379 shareholders vide electronic mode to their email addresses and mobile number registered with the Depository participant, as per the data downloaded from the NSDL/CDSL as on May 6,2022.

The remote e-voting period commenced on Tuesday,May 10, 2022 at 10.00 AM IST and was closed on Wednesday, June8, 2022 at 5.00 PM IST for the Members exercising their vote through electronic voting. The remote e-voting module were disabled by CDSL for voting thereafter. All votes cast by e-voting through CDSL received upto Wednesday, June 8, 2022 at 5.00 PM being last date fixed by the Company forexercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 225 Shareholders had exercised their vote through electronic voting (E-voting).The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on Friday, May 6, 2022.

The summary of the remote e-voting is as per the attached **Annexure 1** and the results of the remote e-voting in respect of Item No:1 and Item No: 2 are given hereunder

SPECIAL RESOLUTION 1: CREATION OF SECURITY BY THE BOARD ON THE ASSET(S) /RECEIVABLES IN RESPECT OF THE BORROWINGS BY THE COMPANY:

"**RESOLVED THAT** in supersession of the resolution passed by way of postal ballot through remote e-voting dated June 11, 2021, consent of the Company be and is hereby accorded, in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, Memorandum and Articles of Association of the Company and any other applicable laws (including any modification and re-enactment thereof), to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee,

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which the Board may have constituted/re-constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution) to mortgage, pledge, hypothecate, lien, create/modify/perfect charge, charge of any nature or otherwise on the Company's receivables, assets and properties in such form and manner and on such terms and at such time(s) as the Board, may deem fit on the movable and /or immovable properties/ assets of the Company, including the whole and substantially the whole of the undertaking of the Company wherever situate, present and future, whether presently belonging to the Company or not (hereinafter referred together as "PROPERTY"), in favour of any person including but not limited to financial/investment institution(s), bank(s), insurance company(ies), corporate body(ies), trust(s), trustee(s), mutual fund(s), any other fund(s), security holder (s), any lender(s) to the Company in India and for the purpose ofexternal borrowings outside India, loan/lease/hire purchase management services (hereinafter referred together as ("LENDER(s)") to secure any loan(s), security(ies), debenture(s), deposit(s), any borrowing(s) or otherwise for finance, loan, credit facilities and financial assistance upto a sum not exceeding ₹ 50,000 crores (Rupees fifty thousand crores) any point of time and to finalise the form, extent and manner of the documents and deeds, whichever applicable, as may be necessary in the opinion of the Board to create/modify/perfect the appropriate charges on such PROPERTY(IES) of the Company on such terms and conditions as may be decided by the Board in consultation with the LENDER(S)/Trustees AND the Board is authorised to sell/ assign/ securitise such PROPERTY(IES) including receivables of hypothecation/ hire purchase/ lease/ loan agreements/ contracts due or receivable from the hirer(s)/Lessee(s)/ Loanee(s) /borrower(s)/Customer(s) of the Company from time to time in favour of LENDERS/Trust/Special Purpose Vehicle provided that the aggregate amounts of such receivables for such transactions of sale/assignment/ securitisation shall not exceed ₹10,000 crores (Rupees ten thousand Crores) outstanding at any point of time and to finalise the form, extent and manner of and to sign all such documents, deeds, and writings for giving effect to the above resolution AND the Board is hereby authorized to delegate all or any of the powers herein conferred on it to any director(s) and/or officer(s) of the Company and/or any Committee to give effect to the resolution."

P.Sriram & Associates PCS Mandaveli, Chennai-28

No.10/28, II floor, 3rd Cross street, R.K.Nagar, Raja Annamalaipuram, Chennai – 600028.
Phone: 044 42153510, 43201250, Mobile: 9566033011 Email srirampcs@gmail.com

Details	No. of E-votes [in Count]	No. of votes [In shares]	Percentage (%)
Total RemoteE-voting Received	226*	47389535	100%
Less: Invalid if any	NA	NA	NA
NET VALID E-VOTES	226	47389535	100%
E-VOTING with "ASSENT" as SPECIAL RESOLUTION	212	47298750	99.80
E-VOTING with "DISSENT" as SPECIAL RESOLUTION	14	90785	0.20

RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is 99.80% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 0.20%.

* Note: There is an instance where a member has exercised his voting partially in favour and as against. Hence, in the "Number of Members Voted", his / her count is taken in both "For" & "Against" columns.

SPECIAL RESOLUTION 2:ISSUE OF DEBENTURES ON PRIVATE PLACEMENT BASIS BY THE BOARD:

"**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

P.Sriram & Associates PCS Mandaveli, Chennai-28

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 p Redeemable Non-Convertible Debentures ("NCDs"), Principal Protected Market Linked (PP-MLD 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 35th Annual General Meeting ("AGM") until the conclusion of the 36th 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, 3 Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Director(s)/Key Managerial Personnel(s) ("KMP"), Relation(s) of Director(s)/KMP(s), Related Party(ies) any person/institution and such other entities/ persons eligible to apply/subscribe the securities on such terms and conditions as may be decided by the Board, from time to time, determine and consider proper and most beneficial to the Companyincluding and without limitation the time of issue, consideration for the issue, mode of payment, rate of interest, tenure and security cover thereof, utilization 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."

P.Sriram & Associates PCS Mandaveli, Chennai-28

No.10/28, II floor, 3rd Cross street, R.K.Nagar, Raja Annamalaipuram, Chennai – 600028.
Phone: 044 42153510, 43201250, Mobile: 9566033011 Email srirampcs@gmail.com

P Sriram & Associates
Practising Company Secretaries

Details	No. of E-votes [in Count]	No. of votes [In shares]	Percentage (%)
Total Remote E-voting Received	225	47389524	100%
Less: Invalid if any	NA	NA	NA
NET VALID E-VOTES	225	47389524	100%
E-VOTING with "ASSENT" as SPECIAL RESOLUTION	210	47299547	99.81
E-VOTING with "DISSENT" as SPECIAL RESOLUTION	15	89977	0.19

RESULT: Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is 99.81% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 0.19%.

RESULT OF THE REMOTE E-VOTING:

The Special Resolutions 1 and 2set out in the Notice of the remote e-voting requires not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report thatthe said Special Resolutions No. 1 and No.2 has been passed by the shareholders with requisite majority.

(P.Sriram)
Practising Company Secretary
Certificate of Practice No:3310
Membership No: FCS 4862
UDIN:F004862D000476410

Date:09.06.2022
Place: Chennai

No.10/28, II floor, 3rd Cross street, R.K.Nagar, Raja Annamalaipuram, Chennai – 600028.
Phone: 044 42153510, 43201250, Mobile: 9566033011 Email srirampcs@gmail.com

SHRIRAM CITY UNION FINANCE LIMITED
CIN : L65191TN1986PLC012840
Registered Office: 123, Angappa Naicken Street, Chennai, Tamilnadu – 600 001
Telephone No +91 44 2534 1431
Secretarial Office: 144, Santhome High Road, Mylapore, Chennai 600 004.
Telephone No +91 44 4392 5300 FAX No + 91 44 4392 5430
Website : www.shriramcity.in

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

NOTICE OF POSTAL BALLOT

To the Members of Shriram City Union Finance Limited

Dear Member (s),

Notice is hereby given to the members of Shriram City Union Finance Limited, Corporate Identification Number ("CIN") – L65191TN1986PLC012840 ("Company") pursuant to section 108 and 110 read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014 (including any statutory enactments thereof for the time being in force) of the Companies Act 2013 **('**the Act'**),** General Circular Nos issued by the Ministry of Corporate Affairs ("MCA"), 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 ("MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations thereof as amended from time to time that the resolutions set out below are proposed to be considered and passed by the Members of the Company as Special Resolution(s) by way of postal ballot through remote electronic voting process ("e-voting"). Explanatory statement pursuant to section 102 and other applicable provisions of the Act pertaining to these proposed resolutions mentioning the material facts and reasons thereof are contained in this Notice.

SPECIAL BUSINESS :

Item No - 1. Creation of Security by the Board on the Asset(s) /Receivables in respect of the borrowings by the Company

To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION.

"RESOLVED THAT in supersession of the resolution passed by way of postal ballot through remote e-voting dated June 11, 2021, consent of the Company be and is hereby accorded, in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, Memorandum and Articles of Association of the Company and any other applicable laws (including any modification and re-enactment thereof), to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee, which the Board may have constituted/re-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 mortgage, pledge, hypothecate, lien, create/modify/perfect charge, charge of any nature or otherwise on the Company's receivables, assets and properties in such form and manner and on such terms and at such time(s) as the Board, may deem fit on the movable and /or immovable properties/ assets of the Company, including the whole and substantially the whole of the undertaking of the Company wherever situate, present and future, whether presently belonging to the Company or not (hereinafter referred together as "PROPERTY"), in favour of any person including but not limited to financial/investment institution(s), bank(s), insurance company(ies), corporate body(ies), trust(s), trustee(s), mutual fund(s), any other fund(s), security holder (s), any lender(s) to the Company in India and for the purpose of external borrowings outside India, loan/lease/hire purchase management services (hereinafter referred together as ("LENDER(S)") to secure any loan(s), security(ies), debenture(s), deposit(s), any borrowing(s) or otherwise for finance, loan, credit facilities and financial assistance upto a sum not exceeding ₹ 50,000 crores **(**Rupees fifty thousand crores) any point of time and to finalise the form, extent and manner of the documents and deeds, whichever applicable, as may be necessary in the opinion of the Board to create/modify/perfect the appropriate charges on such PROPERTY(IES) of the Company on such terms and conditions as may be decided by the Board in consultation with the LENDER(S)/Trustees AND the Board is authorised to sell/ assign/ securitise such PROPERTY(IES) including receivables of hypothecation/ hire purchase/ lease/ loan agreements/ contracts due or receivable from the hirer(s)/Lessee(s)/ Loanee(s) /borrower(s)/Customer(s) of the Company from time to time in favour of LENDERS/Trust/Special Purpose Vehicle provided that the aggregate amounts of such receivables for such transactions of sale/assignment/securitisation shall not exceed ₹10,000 crores (Rupees ten thousand Crores) outstanding at any point of time and to finalise the form, extent and manner of and to sign all such documents, deeds, and writings for giving effect to the above resolution AND the Board is hereby authorized to delegate all or any of the powers herein conferred on it to any director(s) and/or officer(s) of the Company and/or any Committee to give effect to the resolution."

Item no - 2 : Issue of Debentures on Private Placement basis by the Board

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, ("LODR") as amended from time to time, 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/reconstituted 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"), Principal Protected Market Linked (PP-MLD 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 36th Annual General Meeting ("AGM") until the conclusion of the 37th AGM of the Company to the Individuals, Persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs") Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Director(s)/Key Managerial Personnel(s) ("KMP"), Relation(s) of Director(s)/KMP(s), Related Party(ies) any person/institution and such other entities/ persons eligible to apply/subscribe the securities on such terms and conditions as may be decided by the Board, from time to time, determine and consider proper and most beneficial to the Company including and without limitation the time of issue, consideration for the issue, mode of payment, rate of interest, tenure and security cover thereof, utilisation of the proceeds and any other matter of the issue AND the Board for the purpose of giving effect to this resolution, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto and the Board be AND the Board is hereby authorized to delegate all or any of the powers herein conferred on it 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 29, 2022

C R Dash
Company Secretary

EXPLANATORY STATEMENT

Item No - 1: The Company sources funds from different sources based on its requirements from time to time. Funds are required by the Company for the purpose of its business and other corporate uses. The sources of funds for the Company are borrowings, secured or unsecured. For secured borrowings, the Company creates security by way of mortgage/charge/hypothecation of movable/ immovable properties of the Company, both present and future, in favour of the LENDERS in such form, manner and ranking as required by the LENDERS. The securities created in favour of the LENDERS may require to be modified/perfected thereof from time to time. The raising of resources may involve sale, lease or disposal of whole or substantially whole of the Company's undertaking. Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of a public Company shall not, except with the consent of the company in the General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. "Undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year. The expression "substantially the whole undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited Balance Sheet of the preceding financial year.

One of the sources of raising resources for the Company is raising of funds through securitisation and assignment. In order to increase funds/finance, the Company would borrow/raise funds from time to time for the purpose of its business by way of different types of loans, Debentures (private placement and public issue), Bonds, Securities, Deposits, financial assistance from various LENDERS apart from working capital facilities from Banks in the ordinary course of business aggregating upto a maximum of ₹ 40,000 crores.The Members by way of resolution passed at the Annual General Meeting on July 29, 2021 authorised the Board to borrow upto a maximum of ₹ 40,000 crores and the total borrowings of the Company remained unchanged at ₹ 40,000 crores. The LENDERS would require securities for such borrowings/raising of resources by the Company. The securities to be offered may be upto 1.25 times of the amount borrowed. The security required to be created for ₹ 40,000 crores borrowings in favour of the LENDERS on PROPERTY (IES) of the Company shall be on assets/receivables of the Company amounting to ₹ 50,000 crores. The security may be created by registration of charge with Registrar of Companies or any other authority/Government by way of agreement. The terms and conditions of each such loan and the charge to be created may vary from one another. The amounts will be borrowed and charges shall be created during the course of the business at different point of time. The Board is required to be authorised to create charge on PROPERTY (IES) of the Company to the extent of ₹50,000 crores for the said loans on the terms and conditions and time of creation of such charge as may be decided suitable by the Board. 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.

The Company may also raise funds by securitizing/assigning the receivables/assets of the Company. Securitisation is the process by which financial assets such as loan receivables, mortgage backed receivables, hire-purchase debtors, lease receivables are transformed into securities and sold to Institution/Bank/Trust/Special Purpose Vehicle for a consideration. Securitisation may amount to selling down the assets/receivables of the Company for consideration. Assignment would require the assignment of receivables to the Assignee/Trust/Special Purpose Vehicle for a consideration. Securitisation and Assignment are governed by regulations of the Reserve Bank of India. Section 180 (1) (a) of the Companies Act, 2013 requires that the Board of Directors shall exercise the power to sell the assets of the Company with the consent of the Company by a special resolution. In order to raise resources, the Company may securitise/assign it assets/receivables. The limit for securitisation/assignment approved through remote e-voting dated June 11, 2021 of the Company was ₹ 10,000 crores. It is proposed to keep the limits of securitization/ assignment unchanged at ₹ 10,000 crores. The proposed amount of securitisation/assignment may be ₹10,000 crores (Rupees ten thousand crores) outstanding at any point of time. In case of securitisation/assignments, it may require sale down or assign the assets/receivables of the Company. This would require execution of several agreements with the Assignees/Institutions/Banks/Trust/Special Purpose Vehicles for the securitization/assignment of the PROPERTY (IES) so securitized/assigned. This may require registration of charge/ownership by suitable modes on all or some of the movable and/or immovable PROPERTY (IES) of the Company, both present and future in favour of Assignees/Institutions/Banks/Trust/Special Purpose Vehicle as the case may be. The documents to be executed between the Company and such Assignees/ Institutions/Banks/Trust/Special Purpose Vehicle may contain a provision to take over the substantial assets of the Company in certain events.

The proposed resolution set out in this Notice seeks to authorise the Board to create/modify/perfect charge the PROPERTY(IES)/ASSETS including receivables of the Company to secure loans, debentures, securities, deposits, bonds, financial assistance, credit facilities obtained/to be obtained from LENDERS, security holders, Trust/Special Purpose Vehicle upto ₹50,000 crores at any point of time and to securitise/sale down /assign from time to time the PROPERTY(IES)/ASSETS of the Company for the purpose of securitisation/assignment not exceeding ₹10,000 crores at any point of time. The Board may authorize any of its Committee/Person to exercise the above said powers. The Board recommends the passing of the resolution set out in this Notice as a Special Resolution by the shareholders of the Company. None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the resolution set out in this Notice except to the extent of their holding in securities of the Company.

Item No - 2: Increase in business of the Company would require increase in lending. The funds/resources are required for the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and for other general purposes. The Company would be required to raise fresh funds. Raising funds through private placement is one of such source. It is proposed to raise funds by issue of securities namely, secured redeemable Non-Convertible Debentures (NCDs), Principle Protected Market Linked (PP-MLD 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. 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 - 2 of the Notice as a Special Resolution.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : April 29, 2022

C R Dash
Company Secretary

NOTES:

1. Please carefully read and follow the instructions on remote e-voting described in this Notice.

2. This Notice will be sent to the members by electronically whose email addresses are available with National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') [Depositories] / Registrar and Transfer Agents (RTA) prescribed under Companies (Management and Administration) Rules, 2014 and MCA circulars, SEBI Circular as amended from time to time on specified date for the purpose being May 6, 2022 (Cut Off Date).

3. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the web-link for downloading the Notice will be sent through SMS.

4. Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email address registered with the RTA, by sending an email to csdstd@integratedindia.in by quoting their Folio / Demat Account No. Upon updation of email, the Member will receive soft copy of the Notice and the procedure for remote e-voting along with the User ID and the Password to enable remote e-voting for this Notice. In case of any queries, Members may write to csdstd@integratedindia.in. For permanent registration of email address, the Members are however are requested to register their email address, in respect of electronic holdings with the Depositories/Depository Participant and in respect of physical holdings with the RTA.

5. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses/Mobile numbers are not available in the records of RTA and Depositories.

6. The Communication of the assent / dissent to the Special Resolutions proposed in the Notice would take place only through remote e-voting.

7. Notice is also posted on the website of the Company, which can be accessed at the web link: https://www.primeinfobase.in/ir_download/PPN_Corp_Announcements/SCUF_NOTICE_2022.pdf

8. Voting rights of the members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the specified date. The resolutions mentioned in this Notice shall be declared as passed if the number of votes cast in its favour (assent) are not less than three times the number of votes cast, if any, against (dissent) the said resolutions by means of e-voting.

9. Sri P Sriram (Membership No.FCS 4862), practicing Company Secretary (PCS No 3310) of SPNP & Associates, Chennai as consented by him was appointed by the Company as the Scrutiniser for conducting the e-voting process in accordance with the provisions of the law and rules made thereunder in a fair and transparent manner.

10. Members can contact Sri C R Dash, Company Secretary at the Secretarial Office address of the Company for addressing any grievances with respect to voting by e-voting.

11. The Company is pleased to offer its e-voting facility through CDSL. The voting done through e-voting by the members shall considered as valid and the resolutions mentioned in the Notice shall be passed by remote e-voting only.

12. The remote e-voting period shall commence from **Tuesday, May 10, 2022 at 10.00 a m** and shall close on **Wednesday, June 8, 2022 at 5.00 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 **(Wednesday, June 8, 2022 at 5.00 pm.)**. The results of remote e-voting shall be declared on **Friday, June 10, 2022** at the registered office and shall be displayed on the web site of the Company and shall be furnished to NSE & BSE on **Friday, June 10, 2022.**

13. The procedure and instructions for voting through electronic means are as follows:

a. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

b. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders

I. Individual Shareholders holding securities in Demat mode with CDSL

Login Method

1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

II. Individual Shareholders holding securities in demat mode with NSDL

i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

iii)Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

III. Individual Shareholders (holding securities in demat mode) login through their Depository Participants

i)You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

IV. Login method for e-Voting for physical shareholders and shareholders other than individual shareholders holding in Demat form.

1. 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 following user ID and the Capcha CDSL Demat account holder (16 digit beneficiary ID), NSDL Demat account holder (8 character DP ID followed by 8 digit client ID), shares held in physical form (EVSN followed by registered folio number with the Company)

(iv) Next 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 earlier e-voting of any Company, then your existing password is to be used.

(vi) Enter your Password (existing password if already registered for e-voting, PAN and Bank Account Number or Date of Birth if e-voting for first time with password of your choice in the new password field).

(vii) If you are a first-time user follow the steps given below.

For PAN - Please enter your 10 digit alpha-numeric PAN issued by Income Tax / Reference Number provided in the communication sent to shareholders.

Kindly note that the Members who have not updated their PAN with the Company/ Depositories are requested to use the Reference Number which has been generated by using first two letters of their name followed by a 8 digit number.

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.

(viii) After entering these details appropriately, click on "SUBMIT"

tab. Click on the number below EVSN for **Shriram City Union Finance**

Limited.

(ix) Resolution Description, Choice etc. will be displayed. 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 as sent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the"Resolutions File Link" for resolution details, if you desire.

(xi) 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 click on "CANCEL" and modify your vote.

(xii) After "CONFIRM" the vote on the resolution will not be allowed to modify.

(xiii) "Click here to print" option will print voting done.

(xiv) Votes can also be casted by using mobile app of CDSL by downloading mobile app from Google Play Store, Windows and Apple smart phones by following instructions as prompted therein.

(xv) 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.

(xvi) You may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or by writing email to helpdesk.evoting@cdslindia.com or contact Sri Nitin Kunder (022- 23058738) or Sri Mehboob Lakhani (022-23058543) or Sri Rakesh Dalvi (022-23058542).

14. The Scrutiniser would be able to view the names and number of shareholders who casted the vote by way of e-voting on June 8, 2022 after 5 p.m. and would unblock in the presence of at least two witnesses (not being in employment of the Company) the voting pattern and report on the results of voting.

15. The Scrutiniser after his scrutiny will submit his report to the Chairperson or Managing Director of the Company and the results of the voting along with the report of the Scrutiniser would be declared by displaying it on the website of the Company on or before June 10, 2022. The resolutions in the Notice shall be deemed to be passed on the last date of voting period; i.e. June 8, 2022, if approved by the requisite majority.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : April 29, 2022

C R Dash
Company Secretary