B. CHANDRA
Practising Company Secretary

Only E-Voting

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24th of May 2014

REPORT OF THE SCRUTINIZER

To

The Chairman,
of the Extraordinary General Meeting of the Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May, 2014 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018.

Subject: **Special Resolution(s) under Section 62 and all other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 –** ***Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under.***

Dear Sir,

I, **B Chandra**, Practising Company Secretary appointed as Scrutinizer as per the letter dated 30th April 2014, for the purpose of voting by electronic means on the below mentioned resolution, at the Extraordinary General Meeting of the Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May 2014, Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018 hereby submit my report as under.

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through registered post on the 7th May 2014 and subsequently, the notice convening was also placed on the website of the company and that of the agency, i.e., Integrated Enterprises (India) Ltd (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the **Central Depository Services Limited** (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of

B. CHANDRA

	voting through electronic means was published in an English newspaper of wide circulation and a vernacular newspaper on the 9th May, 2014.
c.	The e-voting period commenced on May 19, 2014 at 10.00 A.M. and ended on the close of May 21, 2014 at 6 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on May 21, 2014 at 6 P.M., the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on the 22nd of May 2014.
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at the Board of Directors for authorisation to attend the Extra-ordinary General Meeting.

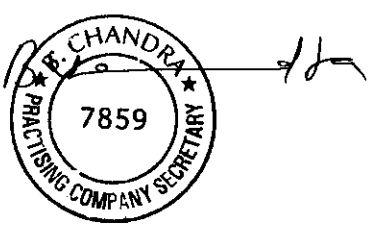
The proposed resolution for which this extra-ordinary general meeting of the shareholders is being held and the option of voting by electronic means is provided is as follows:

"**RESOLVED THAT** in accordance with

1. the provisions of Section 62 and all other applicable provisions , if any, of the Companies Act, 2013 (the Act) read with Companies (Share Capital and Debentures)Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force,
2. the provisions of the Memorandum and Articles of Association of the Company,
3. the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("**SEBI**") (including any amendments thereto or any re-enactment thereof for the time being in force),
4. the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

and subject to

5. the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India ("**RBI**"), SEBI, Stock Exchanges and any other appropriate and / or concerned authorities, institutions or bodies (the "Approvals") ; and



6. such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "**the Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) ;

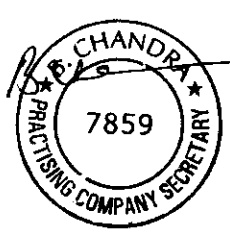
consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 65,79,840 Equity Shares of Rs.10/- each to Piramal Enterprises Limited for cash at a price of Rs.1,200.00 (Rupees One thousand two hundred only) per Equity Share (including a premium of Rs 1,190.00 per Equity Share) to M/s Piramal Enterprises Limited on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT

i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend;

ii. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

   a. to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares / securities on Exchange (s);
   b. to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
   c. to do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s;
   d. to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company."



A summary of the total votes cast **'FOR'** and **'AGAINST'** the above said resolution is as below:

SUMMARY OF E-VOTING				
Particulars		**No. of shareholders / votes**	**No. of shares/ votes**	**% of shares/ votes**
(a)	Total Valid Votes	10	2,22,77,333	100%
(b)	**'For'** the resolution	10	2,22,77,333	100%
(c)	**'Against'** the resolution	-	-	-

A total number of 10 share holders holding 2,22,77,333 shares have voted **'For'** the resolution and none voted against the resolution.

The results of e-voting shall be taken into account in addition to the total shares voted **'For'** the resolution at the extraordinary general meeting of the shareholders.

The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

The list of shareholders, who have voted through electronic means, is shared with the Share Transfer Agent (RTA) M/s Integrated Enterprises (India) Ltd. It is also informed that the shareholders who have already exercised their vote through electronic means will not be eligible to exercise their vote for this resolution at the Extra-ordinary general meeting.

Thanking you,

Yours faithfully,

B. CHANDRA ★ 7859 ★ PRACTISING COMPANY SECRETARY

B. CHANDRA,
COMPANY SECRETARY IN PRACTISE,
CP No. 7859

Date: 24th May 2014
Place: Chennai