SHRIRAM City
MONEY WHEN YOU NEED IT MOST

Ref: D: STEC

June 24, 2016

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 Regulation 30 read with Schedule III (Part A) (12) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed copy of the

1. Postal Ballot Notice together with the explanatory statement along with Postal Ballot Form
2. AGM Notice together with the explanatory statement along with attendance slip and proxy form

We request you to kindly take the above information and records.

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 THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that 30th Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number-L65191TN1986PLC012840 ("Company") will be held on Thursday, July 28, 2016 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,Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, 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

(i) To receive, consider and adopt the audited standalone financial statements of the Company including the audited Balance Sheet as at March 31, 2016 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.

(ii) To receive, consider and adopt the audited consolidated financial statements of the Company including the audited consolidated Balance Sheet as at March 31, 2016 and the consolidated 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 per equity share of ₹ 10 each and to approve the interim dividend of ₹ 5 per equity share of ₹ 10 each of the Company, already paid during the financial year ended March 31, 2016.

Item no - 3 : Appointment of Director

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

Item no - 4 : 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"), The Companies (Audit and Auditors) Rules, 2014 ("Rule") and Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") including any statutory modification(s) or enactment(s) thereof for the time being in force and

pursuant to the recommendations of the Audit and Risk Management Committee ("Committee") 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 have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Act, Rule and LODR 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/payment 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 - 5 : Director retires by rotation

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

"**RESOLVED THAT** Sri Gopalasamudram Srinivasaraghavan Sundararajan (holding Director Identification Number - 00361030), who retires by rotation at this Annual General Meeting ("AGM") and who has expressed his desire not to be re-appointed as a director, be retired, not be re-appointed and the resulting vacancy not be filled in at this AGM or at adjourned meeting thereof."

Item no - 6 : 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 Ninth Annual General Meeting of the Company held on July 28, 2015 and pursuant to Section 180 (1) (c), Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant Rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) applicable regulations of Securities and Exchange Board of India, Reserve Bank of India and any other applicable regulations, if any the 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), body(ies) 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 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/loans 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, related parties 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 (RupeesThirty 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 resolutions 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 ("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, 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 offer, invite, 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/instruments 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") being July 28, 2016 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 and any other matter of the issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing 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 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."

Item no - 8 : Appointment of Sri Khushru Burjor Jijina as a Non-Executive Director as per Section 161 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(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, Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Sri Khushru Burjor Jijina (Director Identification Number - 00209953), who was appointed as an Additional Director of the Company with effect from October 28, 2015 by the Board of Directors pursuant to Section 161 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 of the Act proposing the candidature of Sri Khushru Burjor Jijina for the office of Director be and is hereby appointed as a Non Executive Director of the Company liable to retire by rotation."

Item no - 9: Appointment of Sri Shashank Singh as a Non-Executive Director as per Section 161 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(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 and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Sri Shashank Singh (Director Identification Number - 02826978), who was appointed as an Additional Director of the Company with effect from October 28, 2015 by the Board of Directors pursuant to Section 161 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 of the Act proposing the candidature of Sri Shashank Singh for the office of Director be and is hereby appointed as a Non Executive Director of the Company liable to retire by rotation."

Item no - 10 : Alteration of Articles of Association of the Company

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

"RESOLVED THAT pursuant to SEBI ("Listing Obligations and Listing Requirements), Regulations, 2015, 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, the word "equity listing agreement" ("LA") in the existing Articles of Association be and are hereby replaced with "Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and read as LODR and the said revised Articles be and hereby approved and adopted as Articles of Association of the Company to be binding on the members and others dealing with Company with effect from August 1, 2016, 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."

By Order of the Board

For Shriram City Union Finance Limited

Place : Chennai
Date : April 27, 2016

C R Dash
Company Secretary

Notes forming a part of the Notice :

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("Act") with respect to special business set out in item no.5 to 10 of the Notice is annexed hereto.

2. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") in respect of the directors seeking appointment/re-appointment at the Annual General Meeting ("AGM") is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Act and the Rules thereunder.

3. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, June17, 2016. The Notice of the Meeting is alsoposted on the website of the Company, which can be accessed with the weblink- http://www.shriramcity.in/PDF/Inv_AnnualReport/AGM- NOTICE-2016.pdf. The physical copies of these documents and the financial statement including consolidated financial statements, auditors report thereon and every document referred thereto shall be available at the Registered office of the Company for inspection on working days between 10 am to 4 pm, 21 days before the date of AGM.

4. 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, 2016. Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice of this AGM and holding shares as of the cut-off date i.e. July 21, 2016 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.

5. **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.**

6. **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.**

7. 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.

8. 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.

9. During the period beginning 24 hours before the time fixed for commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during 10 am to 4 pm, provided not less than three days notice is given in writing to the Company.

10. 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.

11. Pursuant to Section 91 of the Act and Regulation 42 of the LODR, the Register of Members / Beneficial Owners and Share Transfer Book will remain closed from Friday, July 22, 2016 to Thursday July 28, 2016 (both days inclusive) for the purpose of AGM and for the purpose of payment of final dividend.

12. Subject to the provisions of the Act, the dividend, if declared at the AGM shall be paid on or after August 1, 2016 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 Depository Participants ("DP"), i.e 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, 2016 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, 2016.

13. 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.

14. 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.

15. Members are requested to address all correspondence including dividend matters to the RTA. Members are requested to notify change in address, e-mail id 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.

16. 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, 2009 to the General Revenue Account of the Central Government or IEPF as the case may be.

17. The Company is concerned about environment and has been sending the communication to members by email provided by them to the Company/RTA/DP. Copies of Annual Report 2016, 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 electronicmode 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.

18. As per the provisions of the Act, facility for making nominations is available to the shareholders. 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 DPs 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. All the business is 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, amendment thereof and Regulation 44 of LODR, the Company is pleased to offer e-voting facility 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 the 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 shall be made available at meeting with the assistance of scrutinisers, by use of ballot or polling paper. Members attending the meeting, who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting.

24. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting .

25. The process and manner for voting through electronic means are as follows:

    The remote e-voting period shall commence from Monday, July 25, 2016 at 10.00 a.m. and shall close on Wednesday, July 27, 2016 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, 2016 at 5 pm)

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

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

    (iii) 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.

(iv) 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.

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, enter the Bank Account Number or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Bank Account Number. Members who have not updated their PAN with the Company/DP 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 capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

(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. 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 Shriram City Union Finance Limited.

(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 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.

(xvi) 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 sign of the entity and the list of accounts along with scanned copy (PDF format) of the relevant Board Resolution and Power of Attorney (POA) etc. to helpdesk.evoting@cdslindia.com .

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) 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 or contact the Company Secretary of the Company at the contacts mentioned on the top of this notice.

26. The Scrutiniser would be able to view the names and number of shareholders who have casted the vote by way of e-voting on Wednesday, July 27, 2016 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, 2016 and report on the results of voting.

Brief Resume including information required under Regulation 36 (3)

Brief Resume - Sri Ranvir Dewan (DIN-01254350), Singapore Citizen, aged 62 years (Date of Birth - August 8, 1953), holds a Bachelor's of Commerce (honours course) from the University of Delhi. He was re-appointed as a Director on July 28, 2014. He is Fellow of the Institute of Chartered Accountants of England and Wales (FCA) and a member of the Institute of Chartered Accountants Ontario. Sri Ranvir Dewan has immense knowledge and extensive experience in the field of Corporate Finance, accounts and audit. He is working in TPG Capital as head of Financial Institutions Group operations since June 2006 and is based in Singapore. He was Executive Vice President and CFO of Standard Chartered First Bank in Seoul, Korea. He spent 13 Years at Citibank and held various senior positions in its international businesses. In his previous assignment he was Vice President and Regional Financial Controller of Citibank's Global Consumer Bank with responsibilities covering 11 countries in the Asia Pacific Region. He held senior positions with KPMG in Canada and England where he specialized in the Audits of financial institutions.

Nature of Expertise in specific functional areas - 30 years of experience in the international businesses in banking and finance industry in Asia Pacific regions as well as Europe and North America.

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

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

Names of Listed entities (other than the Company) in which the Director holds chairmanship in Committees - Nil

Names of Listed entities (other than the Company) in which the Director holds membership in Committees - Nil

Shareholding in the Company- Nil

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

Item No:5

In accordance with Section 152(6) of the Act, Sri Gopalasamudram Srinivasaraghavan Sundararajan (holding DIN - 00361030), will retire by rotation at the ensuing AGM and is eligible for re-appointment. He has expressed that he would not be available for directorship in the Company. The Company does not propose to fill the vacancy at the ensuing AGM or at any adjournment thereof. Pursuant to provisions of Section152(7) (a) of the Act, a resolution is proposed accordingly. Except Sri Gopalasamudram Srinivasaraghavan Sundararajan, no other director, key managerial personnel and relative's thereof is concerned or interested in this Resolution. The Board of Directors recommend passing of the Resolution set out in item no -5 of the Notice.

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. In addition to the Act, Regulations of SEBI and Regulations of RBI may apply. At the Twenty Ninth Annual General Meeting held on July 28, 2015 the Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 30,000 crores apart from temporary loans obtained/to be obtained from the bankers (by way of cash credit limits and working capital demand loans) in the ordinary course of business. The expression temporary loans for this purpose means loans payable on demand or within six months from date of loan such as short term, cash credit arrangements, the discounting of bills, etc. The loans outstanding as on March 31, 2016 was ₹ 13,458.11 crores excluding temporary loans. As on March 31, 2016, the share capital and free reserves were ₹ 65.93 crores and ₹ 1,952.85 crores respectively.

In order to meet business and financial needs of the Company, borrowings are the source. So, Company needs to borrow. The borrowings may be done under different methods as it depends upon different factors at the time of borrowing. So, borrowing may be done under different methods as felt appropriate by the Board including Public Issue of NCDs / Securities. It is considered desirable to limit the borrowings to ₹ 30,000 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 Act. None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company, if any. The Board of Directors recommend passing of the Resolution set out in item no - 6 of the Notice.

Item No: 7

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes, the Company 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 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 are proposed to be issued at face value as may be permissible under the Act, SEBI Regulations, 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 Board appointed Sri Khushru Burjor Jijina (DIN-00209953)on the recommendation of the Nomination and Remuneration Committee as an Additional Director in accordance with the Articles of Association, Policy on Appointment, Remuneration and Diversity of Board and Section 161 of the Act with effect from October 28, 2015. As per Section 161 of the Act, Sri Khushru Burjor Jijina holds office upto the date of the Thirtieth 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 Khushru Burjor Jijina to be appointed as a Non-Executive Director liable to retire by rotation. Sri Khushru has consented to and declared as qualified for such appointment, if made. Sri Khushru Burjor Jijina 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 Khushru Burjor Jijina as a Non-Executive Director liable to retire by rotation. As per the present policy of the Company, Sri Khushru will not be entitled for any remuneration as a Director of the Company. Except Sri Khushru Burjor Jijina, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.The Board of Directors recommend passing of the resolution set out in Item No - 8 of the Notice.

Brief Resume including information required under Regulation 36 (3)

Brief Resume - Sri Khushru Burjor Jijina (DIN - 00209953), Indian Citizen, aged 51 years (Date of Birth - April 23, 1965), is a Chartered Accountant with career spanning over 3 decades in the field of real estate, corporate finance and treasury management and has been with the M/s Piramal Group ("PG") for more than 15 years. Sri Khushru Jijina is the Managing Director of Piramal Fund Management Private Limited (PFM), the largest real estate fund and investment management platform in India, overseeing the entire spectrum of activities ranging from origination,

investments, asset management, exits and new fund raising performed by an 80+ member management team under his supervision. Apart from being a key person for PFM, Sri Jijina also serves as Group Treasurer and leads the Family Office for all proprietary investments. Prior to PFM, Sri Jijina spearheaded PG's foray into real estate development as the Managing Director of M/s Piramal Realty. He was an Executive Director in M/s Piramal Sunteck Realty, where he was responsible for a portfolio of projects spanning Mumbai, Navi Mumbai, Nagpur, Jaipur and Oman and oversaw all aspects of their execution. He started his career with M/s Rallis India Ltd where he held several important positions in corporate finance over a span of 12 years. The PFM platform, under his leadership, is organized around an integrated approach to real estate funding and is capable of catering to the entire capital stack i.e. early state private equity, structured / mezzanine equity, structured debt, senior secured debt, construction finance as well as bulk buying of individual residential units. PFM currently manages / advises an AUM of $1.8bn in addition to a proprietary debt book with gross disbursements north of $1.6bn. In 2014, PFM also formalized a $0.5bn strategic JV with Canadian Pension Plan Investment Board (CPPIB) for high yield residential debt funding, the largest FDI investment into India since 2005. PFM has been widely recognized for its many successes including being awarded the Firm of the Year India as well as the Debt Fund Manager of the Year - Asia, by the PEI Global Private Equity Real Estate (PERE) awards and the 'Best Overall Investment Manager - India' by Euromoney in 2015. In addition PFM was also voted as the 'Best Domestic Fund House' by CNBC Awaaz in 2014.

Nature of Expertise in specific functional areas - Over 2 decades in the field of real estate, corporate finance and treasury management and has been with the Piramal Group for more than 15 years.

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

Names of Listed entities (other than the Company) in which the Director holds directorship - M/s The Swastik Safe Deposit & Investments Limited

Names of Listed entities (other than the Company) in which the Director holds chairmanship in Committees - Nil

Names of Listed entities (other than the Company) in which the Director holds membership in Committees - Audit Committee and Stakeholders Relationship Committee of M/s The Swastik Safe Deposit & Investments Limited

Shareholding in the Company - Nil

Item No. 9

Sri Shashank Singh (DIN-02826978), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director by the Board in accordance with the Articles of Association, Policy on Appointment, Remuneration and Diversity of Board and Section 161 of the Act with effect from October 28, 2015. As per Section 161 of the Act, Sri Shashank Singh holds office upto the date of the Thirtieth 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 Shashank Singh to be appointed as a Non-Executive Director liable to retire by rotation. Sri Shashank Singh has

consented to and declared as qualified for such appointment, if made. Sri Shashank Singh 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 Shashank Singh as a Non-Executive Director liable to retire by rotation. As per the present policy of the Company, Sri Shashank will not be entitled for any remuneration as a Director of the Company. Except Sri Shashank Singh, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No - 9 of the Notice.

Brief Resume including information required under Regulation 36 (3)

Brief Resume - Sri Shashank Singh (DIN-02826978), Indian Citizen, aged 40 yrs (Date of Birth - June 3, 1976), is an MBA from Harvard Business School, an MA in Economics from Cambridge University and a BA (Honours) from St. Stephen's College (University of Delhi). Sri Shashank Singh is a Partner and Head of the India office of M/S Apax Partners LLP ("Apax"), the global Private Equity fund based out of Europe. Sri Shashank Singh joined Apax in 2004 in London and helped to start operations in India in 2007. He has led or participated in a number of investment deals of Apax in India in Information Communication & Technology ("ICT") Companies and Non Banking Finance Companies ("NBFC") like Chola, Zensar, GlobalLogic, IGATE, Apollo Hospitals, TIM Hellas, Weather Investments, TDC, Bezeq, Synetrix and Shriram City Union Finance Limited. Prior to joining Apax Partners, Sri Shashank Singh was a strategy consultant with Monitor Company, where he advised clients in ICT.

Nature of Expertise in specific functional areas - Over 12 years of experience in private equity as the head of the India office of M/s Apax Partners LLP ("Apax").

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

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

Names of Listed entities (other than the Company) in which the Director holds chairmanship in Committees - Nil

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

Shareholding in the Company - Nil

Item No.10

The Company's Articles of Association ("Existing Articles") was last amended/altered in the AGM held on July 28, 2015.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. The Company is listed at M/s BSE Ltd and M/s National Stock Exchange of India Limited and thus required to comply with listing regulations. The Listing Agreement was replaced by Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 with effect from December 1, 2015. There are few clauses in the Articles of Association of the Company referring to Listing Agreements i.e. Clause 9.5 etc. Since Listing Agreement is no more effective, the Articles of Association is to be altered to replace these words "Listing Agreement" with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.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 item no - 10 of the Notice.

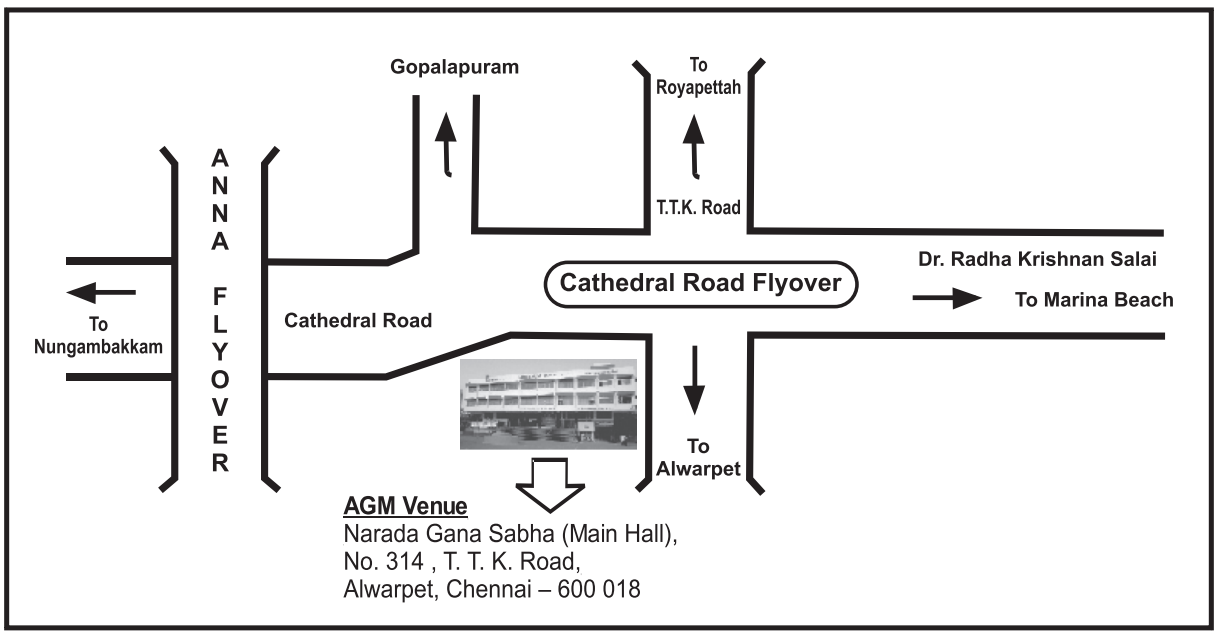
By Order of the Board

For Shriram City Union Finance Limited

Place : Chennai
Date : April 27, 2016

C R Dash
Company Secretary

Route map to AGM venue



SHRIRAM CITY UNION FINANCE LIMITED

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

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

ATTENDANCE SLIP

30th Annual General Meeting - July 28, 2016

I certify that I am a member / proxy /authorised representative for the member of the Company. I/We hereby record my/our presence at the Annual General Meeting of the Company to be held/held on Thursday, July 28, 2016 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), T. T. K. Road, Alwarpet, Chennai - 600 018 at 10:00 A.M.

Name of the Member/Proxy (In Block Letters)	Signature of the Member/Proxy

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

ELECTRONIC VOTING PARTICULARS

EVSN **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]

Name of the member (s) :
Registered address :
E-mail Id :
Folio No./Client Id / DP Id :

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

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 30th Annual General Meeting of the Company to be held on the July 28, 2016 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 …… 2016

Affix Revenue Stamp

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

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please refer to the Notice of the 30th Annual General Meeting for the resolutions, explanatory statement and notes.

Resolution No.	Resolutions
	Ordinary Business
1.	Adoption of financial statements of the Company for the year ended March 31, 2016
2.	Declaration of final dividend and approval of the Interim dividend for the financial year ended March 31, 2016
3.	Appointment of Sri Ranvir Dewan (DIN 01254350) as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013
4.	Appointment of Auditors
	Special Business
5.	Director retires by rotation
6.	Borrowing powers under Section 180 (1) (c) of the Companies Act, 2013
7.	Private Placement of Securities
8.	Appointment of Sri Khushru Burjor Jijina (DIN 00209953) as a Non Executive Director as per Section 161 of the Companies Act, 2013
9.	Appointment of Sri Shashank Singh (DIN 02826978) as a Non Executive Director as per Section 161 of the Companies Act, 2013
10.	Alteration of Articles of Association of the Company