

Ref: D: STEC :19

July 30, 2019

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

Sub: Voting results of Annual General Meeting held on July 29, 2019

Please find below the details of the voting results of the Annual General Meeting (AGM) of the shareholders of the Company held on Monday, July 29, 2019 at 10.00 a m at Narada Gana Sabha (Mini Hall), No 314, TTK Road, Alwarpet, Chennai 600 018. The business items of the AGM were conducted through remote e-voting pursuant to Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Those who did not cast their votes through remote e-voting were given the opportunity to vote at the AGM by way of poll, which was conducted by Sri P Sriram, Practising Company Secretary, the Scrutiniser.

The following reports are attached herewith.

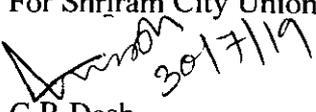
1. Consolidated report of the Scrutiniser for remote e-voting and poll are attached in the prescribed format. **(Annexure 1)**.
2. Notice of the Annual General Meeting dated April 24, 2019 and Addendum Notice to the AGM Notice dated June 29, 2019 **(Annexure 2)**.

This is an intimation under Regulation 44 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,


C R Dash
Company Secretary

Encl:a.a.

Shriram City Union Finance Limited



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies
(Management and Administration) Rules, 2014)**

Date: July 29, 2019

To

**The Chairperson of
Shriram City Union Finance Limited,
No: 123, Angappa Naicken Street,
Chennai-600001.**

**THIRTY THIRD ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS
OF SHRIRAM CITY UNION FINANCE LIMITED, CIN-L65191TN1986PLC012840
HELD ON MONDAY, JULY 29, 2019 AT 10:00 AM AT NARADA GANA SABHA (MINI
HALL) 314, TTK ROAD, ALWARPET, CHENNAI-600018.**

I, P. Sriram, Practising Company Secretary, Membership No-4862 and Certificate of Practice No-3310 was appointed as Scrutinizer by the Board of Directors of M/s Shriram City Union Finance Limited, CIN-L65191TN1986PLC012840 ("Company") for the purpose of voting by electronic means(remote e-voting) and was also appointed as the scrutinizer for the purpose of voting by poll at the Company's Annual General Meeting held on July 29, 2019 ("AGM") at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and pursuant to the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice of AGM dated April 24, 2019 and Addendum to the Notice dated June 29, 2019 ("Notices"). Sri. Debendranath Sarangi, DIN-01408349, Chairperson of the Company chaired the AGM.

**P.SRIRAM
SCRUTINIZER**



P Sriram & Associates
Practising Company Secretaries

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and voting by poll (Insta-Poll) at the AGM for the resolutions contained in the Notices. My responsibility as scrutinizer is restricted to ensure conduct of e-voting and poll in fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notices.

Report on Scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was July 22, 2019.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday July 26, 2019 10 a.m. to Sunday July 28, 2019 till 5 p.m.
4. As on the cut-off date i.e. July 22, 2019, there were 8,697 Shareholders of the Company.
5. At the end of remote e-voting period on July 28, 2019 at 5:00 PM, voting portal of CDSL was blocked forthwith.
6. After the poll was ordered by the Chairperson at the AGM, one empty (displayed to the members as empty) poll box was locked in my presence at the AGM with due identification marks placed by me. The said locked poll box was kept at the AGM for members to cast votes. The key of the poll box was handed over to the Chairperson of the AGM after locking it.

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

7. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of two witnesses who were not the employees of the Company.
8. The shareholders present in person were 634 and by proxy were 1 at the AGM.
9. After the conclusion of the AGM on Monday, July 29, 2019 at 11:20 A.M after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Kiran Bhaskar.
10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as by use of voting on poll.
11. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
12. The total votes casted in favour or against all the resolutions proposed in the Notice of the AGM are as under :

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

ADOPTION OF STANDALONE FINANCIAL STATEMENTS:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	12	82	2	2		-
Number of Votes Cast by Members	2838	57554976	3	3		-
% of total number of valid votes cast	0.0049	99.9951	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 1

PERCENTAGE OF VOTES IN FAVOUR-99.9951%

PERCENTAGE OF VOTES AGAINST - 0.0049%

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

ITEM NO.2: AS AN ORDINARY RESOLUTION

ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	20	82	2	2		-
Number of Votes Cast by Members	3338	57554976	3	3		-
% of total number of valid votes cast	0.0057	99.9943	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 2

PERCENTAGE OF VOTES IN FAVOUR-99.9943%

PERCENTAGE OF VOTES AGAINST - 0.0057%

P.SRIRAM
SCRUTINIZER



P. Sriram & Associates
Practising Company Secretaries

ITEM NO. 3(a) AS AN ORDINARY RESOLUTION

DECLARATION OF DIVIDEND.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	15	83	1	2		-
Number of Votes Cast by Members	3390	57575854	1	3		-
% of total number of valid votes cast	0.0058	99.9942	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 3(a)

PERCENTAGE OF VOTES IN FAVOUR – 99.9942%

PERCENTAGE OF VOTES AGAINST – 0.0058%

**P.SRIRAM
SCRUTINIZER**



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 3(b) AS AN ORDINARY RESOLUTION

CONFIRMATION OF INTERIM DIVIDEND DECLARED.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	15	83	1	2		-
Number of Votes Cast by Members	3390	57575854	1	3		-
% of total number of valid votes cast	0.0058	99.9942	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 3(b)

PERCENTAGE OF VOTES IN FAVOUR – 99.9942%

PERCENTAGE OF VOTES AGAINST – 0.0058%

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 4 AS AN ORDINARY RESOLUTION

REMUNERATION OF AUDITORS

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	83	2	2		-
Number of Votes Cast by Members	3388	57575854	3	3		-
% of total number of valid votes cast	0.0058	99.9942	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 4 :

PERCENTAGE OF VOTES IN FAVOUR- 99.9942%

PERCENTAGE OF VOTES AGAINST - 0.0058 %

P.SRIRAM
SCRUTINIZER



P. Sriram & Associates
Practising Company Secretaries

ITEM NO.5 AS AN ORDINARY RESOLUTION

**RETIREMENT BY ROTATION OF DIRECTOR SRI GERRIT LODEWYK VAN
HEERDE (DIN: 06870337):**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	81	2	2		-
Number of Votes Cast by Members	3388	56976058	3	3		-
% of total number of valid votes cast	0.0059	99.9941				-

CONSOLIDATED RESULT ON VOTING OF ITEM NO : 5 :

PERCENTAGE OF VOTES IN FAVOUR – 99.9941%

PERCENTAGE OF VOTES AGAINST – 0.0059%

**P.SRIRAM
SCRUTINIZER**



P Srinam & Associates
Practising Company Secretaries

ITEM NO. 6: AS AN ORDINARY RESOLUTION

APPOINTMENT OF SRI C R MURALIDHARAN(DIN- 02443277) AS AN INDEPENDENT DIRECTOR:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	81	2	2		-
Number of Votes Cast by Members	3388	56976058	3	3		-
% of total number of valid votes cast	0.0059	99.9941	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 6:

PERCENTAGE OF VOTES IN FAVOUR - 99.9941%

PERCENTAGE OF VOTES AGAINST - 0.0059%

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 7: AS AN ORDINARY RESOLUTION

APPOINTMENT OF SRI DIWAKAR BHAGWATI GANDHI (DIN- 00298276) AS AN INDEPENDENT DIRECTOR

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	81	2	2		-
Number of Votes Cast by Members	3388	56976058	3	3		-
% of total number of valid votes cast	0.0059	99.9941	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:7:

PERCENTAGE OF VOTES IN FAVOUR –99.9941%

PERCENTAGE OF VOTES AGAINST - 0.0059%

**P.SRIRAM
SCRUTINIZER**



P. Sriram & Associates
Practising Company Secretaries

ITEM NO. 8: AS A SPECIAL RESOLUTION

APPOINTMENT OF SRI PRANAB PRAKASH PATTANAYAK (DIN- 00506007) AS AN INDEPENDENT DIRECTOR

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	81	2	2		-
Number of Votes Cast by Members	3388	56976058	3	3		-
% of total number of valid votes cast	0.0059	99.9941	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:8:

PERCENTAGE OF VOTES IN FAVOUR –99.9941%

PERCENTAGE OF VOTES AGAINST - 0.0059%

**P.SRIRAM
SCRUTINIZER**



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 9: AS A SPECIAL RESOLUTION

APPOINTMENT OF SRI VENKATARAMAN MURALI (DIN- 00730218) AS AN INDEPENDENT DIRECTOR

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	15	81	1	2		-
Number of Votes Cast by Members	3390	56976058	1	3		-
% of total number of valid votes cast	0.0059	99.9941	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:9:

PERCENTAGE OF VOTES IN FAVOUR -99.9941%

PERCENTAGE OF VOTES AGAINST - 0.0059%

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 10: AS A SPECIAL RESOLUTION

BORROWING POWERS OF THE BOARD

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	46	2	39		-
Number of Votes Cast by Members	3388	54320473	3	3255384		-
% of total number of valid votes cast	0.0058	94.34	0	5.65		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:10:

PERCENTAGE OF VOTES IN FAVOUR –94.35%

PERCENTAGE OF VOTES AGAINST – 5.65%

**P.SRIRAM
SCRUTINIZER**



P. Sriram & Associates
Practising Company Secretaries

ITEM NO. 11: AS AN ORDINARY RESOLUTION

APPOINTMENT OF SRI YALAMATI SRINIVASA CHAKRAVARTI (DIN - 00052308)

AS A DIRECTOR, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	80	2	5		-
Number of Votes Cast by Members	3388	57570732	3	5125		-
% of total number of valid votes cast	0.0058	99.98	0	0.01		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:11:

PERCENTAGE OF VOTES IN FAVOUR -99.99%

PERCENTAGE OF VOTES AGAINST - 0.01%

**P.SRIRAM
SCRUTINIZER**



P Sriram & Associates
Practising Company Secretaries

ITEM NO. 12: AS AN ORDINARY RESOLUTION

APPOINTMENT OF SRI DURUVASAN RAMACHANDRA (DIN - 00223052) AS A NON INDEPENDENT DIRECTOR

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	14	81	2	2		-
Number of Votes Cast by Members	3388	56976058	3	3		-
% of total number of valid votes cast	0.0059	99.9941	0	0		-

CONSOLIDATED RESULT ON VOTING OF ITEM NO:12:

PERCENTAGE OF VOTES IN FAVOUR -99.9941%

PERCENTAGE OF VOTES AGAINST - 0.0059%

P.SRIRAM
SCRUTINIZER



P Sriram & Associates
Practising Company Secretaries

13. It is to be noted that the shareholders/members

- a) abstained from voting on specific resolutions under remote e-voting were not considered.
- b) whose signature did not match, improperly voted, abstained from voting resolutions were considered as invalid ones.
- c) who voted by way of remote e-voting and voted in the AGM, voting casted by him/her by way of remote e-voting were only considered.

14. Based on the voting reported in the above tables all resolutions are passed with requisite majority in the AGM. The Chairperson can announce the results accordingly.

15. A Compact Disc ("CD") containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

16. The Electronic Data and all other relevant records relating to the remote e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

A handwritten signature in black ink, appearing to be 'P. Sriram', written over a circular stamp or seal.

P. Sriram
Practising Company Secretary
Membership No: 4862
Certificate of practice No: 3310

Date: July 29, 2019
Place: Chennai

P. SRIRAM
SCRUTINIZER

SHRIRAM CITY UNION FINANCE LIMITED

CIN: L65191TN1986PLC012840

Regd. office: 123, Angappa Naicken Street, Chennai 600 001, Tamil Nadu

Telephone No + 91 44 2534 1431

Secretarial Office: 144, Santhome High Road, Mylapore, Chennai-600 004, Tamil Nadu

Telephone No +91 44 4392 5300

Website: www.shriramcity.in ; Email: sect@shriramcity.in

NOTICE OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that Thirty Third Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") will be held on Monday, July 29, 2019 at 10 a m at Narada Gana Sabha (Mini Hall), No 314, T T K Road, Alwarpet, Chennai 600 018 to transact the following business.

ORDINARY BUSINESS:**Item no - 1 : Adoption of standalone financial statements**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon laid before this annual general meeting, be and are hereby considered and adopted."

Item no - 2 : Adoption of consolidated financial statements

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon.

"RESOLVED THAT the Audited Financial Statements (consolidated) of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors laid before this annual general meeting, be and are hereby considered and adopted."

Item no - 3 : Declaration of dividend

(i) To declare final dividend of ₹ 16.00 per equity share of ₹ 10 each of the Company.

"RESOLVED THAT the Members of the Company declare and authorise payment of final dividend of ₹ 16.00 (Rupees Sixteen only) per equity share of face value of ₹ 10 each for the financial year ended March 31, 2019 to

those Members whose names appeared in the Register of Members or who were beneficial owners of equity shares of the Company as on the record date being July 22, 2019.

(ii) To confirm the interim dividend declared @ ₹ 6.00 per equity share of ₹ 10 each of the Company and paid during the financial year ended March 31, 2019.

"RESOLVED THAT the Members of the Company record and confirm payment of Interim Dividend of ₹ 6.00 (Rupees six only) per equity share of face value of ₹ 10 each aggregating to an amount of ₹ 39,59,06,292 (Rupees Thirty nine crores fifty nine lakhs six thousand two hundred and ninety two only) including total dividend distribution tax amount of ₹ 8,13,79,703/- (Rupees Eight crores thirteen lakhs seventy nine thousand seven hundred and three only). for the financial year ended March 31, 2019 paid on November 20, 2018."

Item no - 4 : Remuneration of Auditors

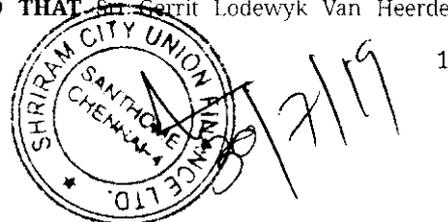
To fix remuneration of Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company fixes the remuneration of Auditors of the Company, M/s G.D.Apte & Co. Chartered Accountants, Firm Registration No-100515W ("GDA") for FY 2019-20 who were appointed as the Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting to an amount totalling to ₹ 30,25,000/- (Rupees Thirty lakhs and twenty five thousand only) excluding reimbursement of expenses, applicable taxes, remuneration for other services provided and subject to deduction of applicable taxes at source as recommended by the Audit and Risk Management Committee to the Board of Directors".

SPECIAL BUSINESS:**Item no - 5 : Director retires by rotation**

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

"RESOLVED THAT Sri Gerrit Lodewyk Van Heerde



(holding Director Identification Number - 06870337), who retires as a Director of the Company by rotation at this Annual General Meeting ("AGM") and who has expressed his desire not to be re-appointed as a Director, shall not be re-appointed and the resulting vacancy not be filled in at this AGM or at adjourned meeting thereof."

Item no - 6 : Appointment of Sri C R Muralidharan (DIN- 02443277) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR"), as amended from time to time. Sri C R Muralidharan (Director Identification Number - 02443277) who was appointed as an Additional Director of the Company with effect from April 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has declared his independence in terms of Section 149 (6) of the Act and Regulation 16 (1) (b) of LODR and expressed his desire to act as a Director, if appointed in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Sri C R Muralidharan for the office of Director he and is hereby appointed as an Independent Director of the Company to hold office upto March 31, 2022 not liable to retire by rotation."

Item no - 7 : Appointment of Sri Diwakar Bhagwati Gandhi (DIN- 00298276) as an Independent Director

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

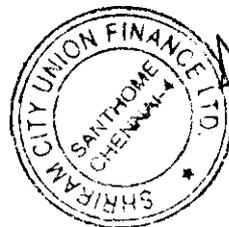
"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). Articles of

Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR"), as amended from time to time, Sri Diwakar Bhagwati Gandhi (Director Identification Number - 00298276) who was appointed as an Additional Director of the Company with effect from April 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has declared his independence in terms of Section 149 (6) of the Act and Regulation 16 (1) (b) of LODR and expressed his desire to act as a Director, if appointed in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Sri Diwakar Bhagwati Gandhi for the office of Director he and is hereby appointed as an Independent Director of the Company to hold office upto March 31, 2024 not liable to retire by rotation."

Item no - 8 : Appointment of Sri Pranab Prakash Pattanayak (DIN- 00506007) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR"), as amended from time to time, Sri Pranab Prakash Pattanayak (Director Identification Number - 00506007) who was appointed as an Additional Director of the Company with effect from April 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has declared his independence in terms of Section 149 (6) of the Act and Regulation 16 (1) (b) of LODR and expressed his desire to act as a Director and in respect of whom the Company has received notice in writing from a member under



Section 160 of the Act, proposing the candidature of Sri Pranab Prakash Pattanayak for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the second term upto March 31, 2023 not liable to retire by rotation."

Item no - 9 : Appointment of Sri Venkataraman Murali (DIN-00730218) as an Independent Director

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

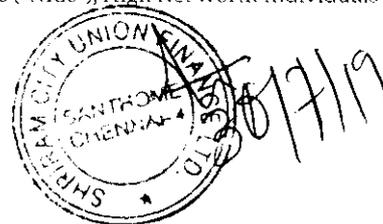
"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR"), as amended from time to time, Sri Venkataraman Murali (Director Identification Number - 00730218) who was appointed as an Additional Director of the Company with effect from April 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has declared his independence in terms of Section 149 (6) of the Act and Regulation 16 (1) (b) of LODR and expressed his desire to act as a Director, if appointed in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Sri Venkataraman Murali for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for the second term upto March 31, 2024 not liable to retire by rotation."

Item no - 10 : Borrowing Powers of the Board

To consider and if thought fit, to pass the following resolutions as SPECIAL RESOLUTION (S).

"RESOLVED THAT in supersession of the special resolutions passed at the 32nd Annual General Meeting of the Company held on July 25, 2018 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 ("RBI") and any other applicable regulations, if any, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum(s) of money(ies), long term or short term, fund based or non-fund based, in Indian Rupee or in any foreign currency, unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties for and on behalf of the Company by way of loan(s), financial assistance(s), commercial paper(s), senior note(s), rupee denominated bonds, off shore markets, issuance of bond(s), in whatever name called from bank(s), banking company(ies), financial institution(s), body (ies) corporate(s), person(s) by way of invitation, offer, issue and allotment of redeemable non convertible debenture(s), subordinated debenture(s)/debt(s), security(ies), debt security(ies), commercial papers, rupee denominated bond(s), foreign currency notes/ bonds, external commercial borrowings as permissible under regulations of RBI or other regulations, any paper(s), any other eligible security(ies)/ instrument(s) convertible or non convertible or partly convertible, in one or more tranches on private placement basis (within the overall limit of borrowing power conferred on the Board by the members) not exceeding ₹ 10,000 crores (Rupees Ten Thousand crores) as well as by public issue to or from any eligible investors or lenders or 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").



SHIRAM CITY UNION FINANCIAL SERVICES PRIVATE LIMITED
SANTHOMBE, CHENNAI
20/7/19

Hindu Undivided Families ("HUFs"), Shareholders, Members, Employees, Director(s)/Key Managerial Personnel(s) ("KMP")(s), relation(s) of Director(s)/ KMP(s), Related Party(ies) any person/institution as the Board may decide from time to time] separately or any combination thereof by any permissible methods as the Board may decide including but not limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document, any other document or otherwise **AND** by way of acceptance/renewal of deposits/ loans from any or all of the Entity(ies) referred above, any combination thereof by complying the regulations of RBI or Act as applicable **AND** by way of any other permissible instruments or methods of borrowings on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company so that the total amount borrowed and outstanding at any point of time shall not exceed ₹ 40,000 crores (Rupees Forty 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 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."

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : April 24, 2019

C R Dash
Company Secretary

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 Gerrit Lodewyk Van Heerde (holding DIN 06870337), shall retire by rotation at the ensuing AGM. He has expressed that he shall not be in a position to continue his directorship in the Company in the forthcoming years. The Company does not propose to fill-in the vacancy at the ensuing AGM or at any adjournment thereof. Pursuant to provisions of Section 152 of the Act, a resolution is proposed accordingly. Except Sri Gerrit Lodewyk Van Heerde, 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 as an ordinary resolution.

Item No. 6

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee by way of circular resolution dated April 1, 2019 appointed Sri C R Muralidharan (DIN - 02443277) 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 from April 1, 2019. As per Section 161 of the Act, Sri C R Muralidharan holds office upto the date of the 33rd AGM. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri C R Muralidharan to be appointed as an Independent Director not liable to retire by rotation. Sri C R Muralidharan has consented by way of form DIR-2 (in terms of Rule 8 of the Companies Appointment & Qualification of Directors Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment and has declared that he meets the criteria of independence prescribed under Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), amended from time to time. Sri C R Muralidharan is independent of the management, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as an independent director as specified in the Act and the LODR. Sri C R Muralidharan meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company -



Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri C R Muralidharan as an Independent Director not liable to retire by rotation upto March 31, 2022. He would continue on the Board as a director based on his performance evaluation.

The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in regulatory affairs, banking, risk management and Non Banking Finance. His directorship is in the interest of the Company.

Copy of the appointment letter issued by the Company to Sri C R Muralidharan stating the terms and conditions of his appointment in the Company as an independent director can be inspected at the registered office of the Company. The format of appointment letter issued to Directors is posted on the website of the Company at https://www.nseprimeir.com/z_SHRIRAMCITY/pdf-files/Terms_and_conditions_of_appointment_of_Independent_Directors.zip

The profile and other directorships of Sri C R Muralidharan are as under.

Brief Profile

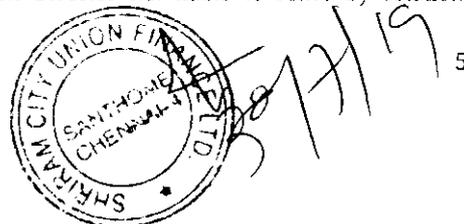
Sri C R Muralidharan, (holding Director Identification Number - 02443277) holds a Degree in Science from the University of Madras and is a certified associate of Indian Institute of Bankers and holds certificate in Industrial Finance of the Indian Institute of Bankers. A career spanning nearly four decades in supervision and regulation of the banking and insurance sectors – two significant segments of the Indian financial sector. An experience in both operational and executive capacities in both sectors involving their opening to greater competition, aligning their regulatory and supervisory frameworks to international standards and consolidation, requiring careful sequencing and co-ordinating with the overall financial sector and economic reform process. A long stint as an Executive at senior level in the RBI with Central banking and Bank supervisory responsibilities. Key responsibilities in the RBI between 1995 and 2005 included leading and overseeing major initiatives

associated with banking sector reforms and liberalisation that saw paradigm shift of the Indian banking sector. Served as a Whole time Member, a Board level position, in the Insurance and Regulatory Development Authority, Hyderabad (IRDA) for about 5 years between 2005-09. The major responsibilities included oversight of regulatory initiatives to align with international standards involving significant liaison with the Government, other domestic financial regulators (RBI and SEBI) and the International Association of Insurance Supervisors (IAIS). He holds directorships in 1. GMR Infrastructure Limited, 2. Sriman Madhwa Sidhantaonnahini Permanent Nidhi Limited and 3. ICICI Prudential Asset Management Company Limited. His Chairmanship/ Membership of the Committees of other Companies, in which he is a Director, are ICICI Prudential AMC Limited : Member - Committee of Directors, CSR Committee; Chairman – Investment Committee ; Member - Management Committee - Sriman Madhwa Sidhantaonnahini Permanent Nidhi Limited Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

Except Sri. C R Muralidharan, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, inter se of the Company and does not hold any share in Company. The Board of Directors recommend passing of the resolution set out in Item No - 6 of the Notice as an Ordinary Resolution.

Item No. 7

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee by way of circular resolution passed on April 1, 2019 appointed Sri Diwakar Bhagwati Gandhi (DIN – 00298276) 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 from April 1, 2019. As per Section 161 (b) of the Act, Sri Diwakar Bhagwati Gandhi holds office upto the date of the 33rd AGM. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri Diwakar Bhagwati Gandhi to be appointed as an Independent Director not liable to retire by rotation.



Sri Diwakar Bhagwati Gandhi has consented by way of form DIR-2 (in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment and has declared that he meets the criteria of independence prescribed under Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), as amended from time to time. Sri Diwakar Bhagwati Gandhi is independent of the management, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as an independent director as specified in the Act and the LODR. Sri Diwakar Bhagwati Gandhi meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri Diwakar Bhagwati Gandhi as a Non-Executive and Independent Director not liable to retire by rotation upto March 31, 2024. He would continue on the Board as a director based on his performance evaluation.

The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in capital markets, investment banking, strategic planning and business development. His directorship is in the interest of the Company.

Copy of the appointment letter issued by the Company to Sri Diwakar Bhagwati Gandhi stating the terms and conditions of his appointment in the Company as an independent director can be inspected at the registered office of the Company. The format of appointment letter issued to Directors is posted on the website of the Company at https://www.nseprimeir.com/z_SHRIRAMCIT/pdf-files/Terms_and_conditions_of_appointment_of_Independent_Direcors.zip

The profile and other directorships of Sri Diwakar Bhagwati Gandhi are as under.

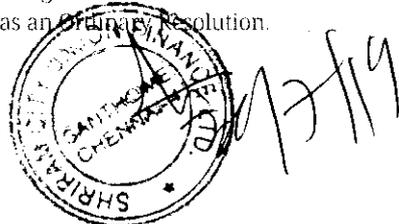
Brief Profile

Sri Diwakar Bhagwati Gandhi (holding Director

Identification Number – 00298276) is a fellow member of the Institute of Chartered Accountants of India (ICAI) since 1982 and former member of Delhi Stock Exchange and United Exchange of India. Sri Gandhi worked with different business house of the country and gathered first-hand experience of manufacturing heavy machines, railway wagon, cotton spinning and steel. He then graduated to capital markets as a Merchant Banker. Sri Gandhi later on cultivate Investment banking Business. The first few successful transactions manifested plunge into Private Equity (PE). Sri Gandhi translated four decades of domain expertise into a vibrant professional organization – the first and foremost with complete understanding of the Indian environment from PE perspective. Having grown within both industry and capital markets over a numerous business cycles of bulls and bears. Sri Gandhi articulated the art of sourcing and negotiating spectacular PE and M&A deals in Tier- II and Tier –III cities across the country. The major endeavours are now brought under the umbrella of India Emerging Group of Companies. Sri Gandhi also served as a member on the Board of Salar Jung Museum, Hyderabad and council member on National Culture Fund constituted under the Ministry of Culture, Government of India. He holds directorships in 1. Indiaemerging Infrastructure Pvt Limited 2. Berkshire Land Holdings Pvt Limited 3. Milford Land Holdings Pvt Limited 4. Pinkton Hotels Pvt Limited 5. Riverwood Infrastructure Pvt Limited 6. Riverbank Hotels Pvt Limited 7. Emerging Developers Pvt Limited 8. A to Z Telecom Pvt Limited 9. Indiaemerging Advisors Limited and 10. Mount Arrawali Financial Services Pvt Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director are : NIL.

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure .

Except Sri Diwakar Bhagwati Gandhi, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, inter se of the Company and does not hold any share in the Company. The Board of Directors recommend passing of the resolution set out in Item No - 7 of the Notice as an Ordinary Resolution.



Item No. 8

Sri Pranab Prakash Pattanayak was appointed as a Non Executive Independent Director for a period of 5 years upto March 31, 2019 by the members of the Company at the Annual General Meeting held on July 28, 2014. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and performance evaluation carried out during his directorship in the Company, by way of circular resolution passed on April 1, 2019 appointed Sri Pranab Prakash Pattanayak (DIN - 00506007) 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 from April 1, 2019. As per Section 161 of the Act, Sri Pranab Prakash Pattanayak holds office upto the date of the 33rd AGM. Sri Pranab Prakash Pattanayak is eligible to be re-appointed as an Independent Director for second term upto four consecutive years as per Section 149 (10) of the Companies Act, 2013. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri Pranab Prakash Pattanayak to be re-appointed as an Independent Director not liable to retire by rotation. Sri Pranab Prakash Pattanayak has consented by way of form DIR-2 (in terms of Rule 8 of the Companies (Appointment & Qualification of Directors), Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment and has declared that he meets the criteria of independence prescribed under Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), as amended from time to time. Sri Pranab Prakash Pattanayak is independent of the management, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as an independent director as specified in the Act and the LODR. Sri Pranab Prakash Pattanayak meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri Pranab Prakash Pattanayak as an Independent Director not liable to retire by rotation for second term upto March 31, 2023. He would continue

on the Board as a director based on his performance evaluation.

The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in the areas of corporate, retail and international banking, treasury management, strategic planning, business development and risk management. His directorship is in the interest of the Company.

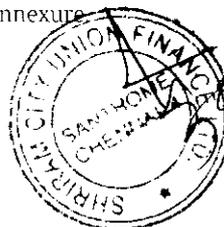
Copy of the appointment letter issued by the Company to Sri Pranab Prakash Pattanayak stating the terms and conditions of his appointment in the Company as an independent director can be inspected at the registered office of the Company. The format of appointment letter issued to Directors is posted on the website of the Company at https://www.nseprimeir.com/z_SHRIRAMCIT/pdf-files/Terms_and_conditions_of_appointment_of_Independent_Directors.zip

The profile and other directorships of Sri Pranab Prakash Pattanayak are as under.

Brief Profile

Sri Pranab Prakash Pattanayak has 37 years of experience in Banking and financial services sector. Prior to retirement, he was the Managing Director of State Bank of Mysore from 2006 to 2009. He had also held the office of the Managing Director of State Bank of Travancore. He served as the Dy Managing Director and Chief Credit Officer of State Bank of India. During his thirty seven years of service in five banks of the State Bank, he held senior management positions, both in India and abroad, in areas like commercial banking, project finance, international banking, funds & treasury operations. He was also the Dy. M D and head of SBI Global IT Centre, Belapur. During his tenure at State Bank of India, Singapore, as Manager Credit and operations, he handled the bank's funding operations, forex settlements, asset liability management, trade finance and regulatory compliance. He served as Director of SBI Factors Ltd., SBI DFHI Ltd., and C-Edge Technologies Ltd. He holds directorships in : 1. IIFL Asset Management Limited and 2. Falcon Marine Exports Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director : NIL

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure



7/19

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

The Board of Directors recommend passing of the resolution set out in Item No - 8 of the Notice as a Special Resolution.

Item No. 9

Sri Venkataraman Murali was appointed as an Independent and Non Executive Director for a period of 5 years upto March 31, 2019 by the members of the Company at the Annual General Meeting held on July 28, 2014. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and performance evaluation carried out during his directorship in the Company, by way of circular resolution passed on April 1, 2019 appointed Sri Venkataraman Murali (DIN – 00730218) 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 from April 1, 2019. As per Section 161 of the Act, Sri Venkataraman Murali holds office upto the date of the 33rd AGM. Sri Venkataraman Murali is eligible to be re-appointed as an Independent Director for second term upto five consecutive years as per Section 149 (10) of the Companies Act, 2013. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri Venkataraman Murali to be re-appointed as an Independent Director not liable to retire by rotation. Sri Venkataraman Murali has consented by way of form DIR-2 (in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment and has declared that he meets the criteria of independence prescribed under Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“LODR”), as amended from time to time. Sri Venkataraman Murali is independent of the management, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as an independent director as specified in the Act and the LODR. Sri Venkataraman

Murali meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri Venkataraman Murali as an Independent Director not liable to retire by rotation for second term for a period of 5 years upto March 31, 2024. He would continue on the Board as a director based on his performance evaluation.

The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in the areas of Finance, Accounts and consultancy. His directorship is in the interest of the Company.

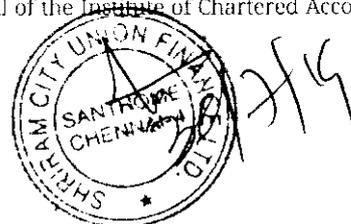
Copy of the appointment letter issued by the Company to Sri Venkataraman Murali stating the terms and conditions of his appointment in the Company as an independent director can be inspected at the registered office of the Company. The format of appointment letter issued to Directors is posted on the website of the Company at https://www.nseprimeir.com/z_SHRIRAMCIT/pdf-files/Terms_and_conditions_of_appointment_of_Independent_Directors.zip

The profile and other directorships of Sri Venkataraman Murali are as under.

Brief profile

Sri Venkataraman Murali (holding Director Identification No 00730218), holds a degree of Bachelor of Commerce from the Vivekananda College, Chennai. He is a Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of the Institute of Cost Accountants of India. He has been awarded Doctorate Honoris Causa (D.Litt) for his contribution to accounting and financial sector. Sri V Murali is the Senior Partner of M/s Victor Grace & Co., Chartered Accountants, Chennai.

He has to his credit more than three decades of experience in the areas of Finance, Accounts & Consultancy. He was elected to the Southern India Regional Council of The Institute of Chartered Accountants of India for 2 terms (6 years) for the period from 1998 to 2004 and was its Chairman for the year 2002-2003. He was elected to the Central Council of the Institute of Chartered Accountants



of India for 4 terms (12 years) in succession for the period from 2004 to 2016. He has the unique distinction of being elected as Chairman of both The Institute of Chartered Accountants of India and The Institute of Cost Accountants of India. He is presently the elected Regional Council Member of The Southern India Regional Council of The Institute of Cost Accountants of India for the period 2015 to 2019 and its immediate Past Chairman for the year 2016-2017.

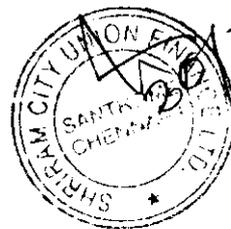
He is the President of the All India Tax Payers' Association (AITPA), President Society of Cost Accountants (SOCA) and Past President of Hindustan Chamber of Commerce. He has been elected to the Executive committee of the International Chamber of Commerce. He is on the governing body of Indian Council of Arbitration and All India Organisation for Employers, New Delhi.

Sri V.Murali was an independent director on the Boards of State Bank of Hyderabad, Neyveli Lignite Corporation Ltd, Hindustan Insecticides Limited, The Comptroller & Auditor General of India, New Delhi had nominated him to the Audit Board of Power Finance Corporation Ltd and Rural Electrification Corporation Ltd as 'Technical Expert'. The Reserve Bank of India had nominated him as a Member of the Co-Ordination Committee for Non-Banking Finance Companies (NBFCs) and unincorporated bodies.

He has been Chairman Board of Studies of The Institute of Chartered Accountants of India and was nominated as Chairman of the Committee on Education, Training and CPD constituted by the South Asian Federation of Accountants (SAFA) which is an Apex body of SAARC. He holds directorships in : 1. Witzmann (India) Private Limited 2. Shriram Housing Finance Limited and 3. Take Solutions Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director are Chairman – Audit and Risk Management Committee, Nomination and Remuneration Committee, Review Committee, Whistle Blower Mechanism Committee – Shriram Housing Finance Limited; Member - Audit Committee -Take Solutions Limited .

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

Except Sri Venkataraman Murali, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, inter se of the Company and does not hold any share in Company. The Board of Directors recommend passing of the resolution set out in Item No – 9 of the Notice as a special Resolution.



Annexure

Information required under Regulation 36 (3) of the LODR & SS2

Name of the Director	Sri C R Muralidharan	Sri Diwakar Bhagwati Gandhi	Sri Pranab Prakash Pattanayak	Sri Venkataraman Murali
Citizenship	Indian	Indian	Indian	Indian
Date of Birth/ Age	November 4, 1947/ 71 yrs	August 3, 1958/ 60 yrs	January 7, 1949/ 70 yrs	November 15, 1959/ 59 yrs
DIN	02443277	00298276	00506007	00730218
Date of first appointment on the Board of Directors	April 1, 2019	April 1, 2019	October 31, 2012	December 1, 2011
Qualifications	B Sc., CAIIB	FCA	M A	B Com, FCA, FCMA, D.Litt
Nature of Expertise in specific functional areas	Regulatory affairs, Banking, Risk Management and Non Banking Finance	Capital markets, investment banking and private equity	Corporate, retail and international banking, treasury management, strategic planning, business development and risk management	Finance, Accounts and related consultancy
Number of Meetings attended	NA	NA	3	4
Shareholding in the Company	Nil	Nil	Nil	Nil
Remuneration Paid during FY19 (₹ in lacs)	NA	NA	4.00	5.45
Remuneration payable	As per Policy on Appointment, Remuneration and Diversity of the Board			

Number of Meetings attended : Number of Board Meetings of the Company attended during FY19. FY19 :Financial year ending March 31, 2019. During FY19, there were four meetings of the Board of Directors of the Company held.



Item No: 10

Section 180 (1) (c) of the Act provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and /or to be obtained from Company's bankers in ordinary course of business) in excess of share capital, free reserves and securities premium. In addition to the Act, Regulations of SEBI and Regulations of RBI may apply for borrowing. At the 32nd AGM held on July 25, 2018 Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 36,000 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 Company is a Non-Banking Finance Company engaged in providing retail and business loans. The Board considers increased amount of borrowing required to fund growth in business and to meet corporate, business and financial needs of the Company. Borrowing is one of the source of funding for the Company. So, Company needs to enhance its borrowings. The borrowings may be done under different methods as it depends upon different factors at the time of borrowing. Borrowing may be done under different methods as felt appropriate by the Board including Public Issue or private placement of NCDs/Securities. The Board considers to increase the borrowing powers to ₹ 40,000 crores apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business. The Company will continue to maintain capital adequacy ratio, which is related to borrowings, as per the regulatory requirement of the Reserve Bank of India.

As per Section 180 (1) (c) of the Act, the approval of Members is required to borrow funds exceeding aggregate of paid up capital, free reserves and securities premium of the Company. The borrowings are proposed to be not exceeding ₹ 40,000 crores, which are in excess of the limit set under Section 180 (1) (c) of the Act. Different borrowings may be with different terms and conditions. Each borrowing would have terms and conditions. The terms and conditions of each borrowing may vary from each other. The availing of borrowings, terms and conditions of each borrowing is proposed to be left to the Board and Committee or any person authorized by the Board/ Committee. The Borrowings would require execution

of different agreements with the LENDER(S) by the Company. LENDER(S) would require securities for such borrowings. The securities to be offered are expected to be 1.25 times of the borrowings, which would amount to ₹ 50,000 crores in favour of the LENDER(S). The securities offered by the Company for such borrowings may require registration of charge with Registrar of Companies or any other authority or Government. The borrowings and creation or registration of charge would require different documents to be executed with such LENDER(S) by the Company. The documents to be executed for the purpose may contain a provision to take over the substantial assets of the Company in certain events.

The proviso to Rule 14 (2) of the Second Amendment Rules, 2018 the Companies (Prospectus and Allotment of Securities) provides (vide notification No G.S.R. 752 (E) dated August 7, 2018) that in case the amount to be raised through offer or invitation for NCDs exceeds the limits specified under Sec 180 (1) (c) then it shall be sufficient compliance if the Company passes a special resolution only once in a year for all the offers or invitations for such NCDs during the year. The limit specified by the Company in this resolution for raising funds through private placement of NCDs not exceeding ₹ 10,000 crores and the same is within the overall borrowing limits of ₹ 40,000 crores. Therefore no special resolution is required to be passed by the Company for amount to be raised through offer or invitation of NCDs.

The Company would be required to raise through private placement of different securities. 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. Private placement shall be made for an amount not exceeding to ₹ 10,000 crores (Rupees Ten thousand crores) in different tranches/issues within overall borrowing limit of ₹ 40,000 crores during the year 2019-2020 as proposed.

As per Circular no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 issued by the Securities and Exchange Board of India ("SEBI Circular"), a Large Corporate is mandatorily required to raise at least 25% of its incremental borrowing during the financial year subsequent to the financial year in which it is identified as a Large Corporate, by way of issuance of debt securities. The Company is a Large Corporate and circular applies to the Company.



The Company is required to file a confirmation to this effect, which will be filed in due course. Thus, the Company is required to raise at least 25% of its incremental borrowing through issuance of debt securities. The incremental borrowing may be in excess of prescribed limit depending upon the growth of business of the Company. Depending upon the market conditions, the Company proposes to issue NCDs on private placement basis. The terms and conditions of the issue of NCDs including face value, coupon rate/interest rate, tenure, repayment, security, listing, etc. will be decided by the Board in consultation with subscribers, lead managers, trustees, other agencies as may be required. The Company may also issue the NCDs at discount or premium depending upon debt market conditions prevailing on the date of issue of the NCDs and relevant regulatory requirements, i.e. number of ISINs maturing per financial year. The funds raised through proceeds of the issue of NCDs will be utilized for various financing, lending, and investments, repaying the existing liabilities/loans, business operations, capital expenditure, working capital requirements, issue expenses and general corporate purposes of the Company. Further, passing of this resolution is also necessary in order to enable the Company to comply with the SEBI Circular.

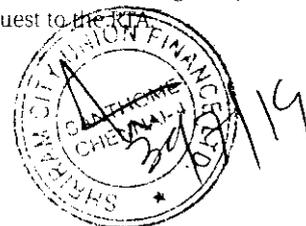
None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company, if any. The Board of Directors recommend passing of the Resolution set out in item no - 10 of the Notice as a Special Resolution.

NOTES FORMING A PART OF THE NOTICE:

1. The explanatory statement as required under section 102 of the Companies Act, 2013 ("Act") with respect to ordinary/special business set out in item no.5 to 10 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND ON A POLL VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. A blank proxy form is enclosed. The proxy form duly completed, stamped and executed must be deposited at the office of the Registrar and Transfer Agent at M/s Integrated Registry Management Services Private Ltd, 2nd Floor, Kences Towers, No.1 Ramakrishna Street, Off. North Usman Road, T. Nagar, Chennai - 600 017 ("RTA") at least forty-eight hours before the time fixed for the commencement of the AGM.
5. The attached attendance slip duly executed shall be tendered at the registration counter for entry into the meeting hall.
6. During the period beginning 24 hours before the time fixed for commencement of AGM and ending 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.
7. Additional information, pursuant to Regulation 36 of the LODR in respect of the directors seeking appointment/re-appointment at the AGM forms a part of this Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Act and the Rules thereunder.
8. The Notice is sent to all the Members, whose names appear in the Register of Members as on Friday, June 21, 2019. This Notice can be accessed on the web site of the Company at http://www.nseprimeir.com/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/SCUF_AGM_NOTICE_29072019.ZIP. The physical copies of these documents and the financial statement including consolidated financial statements, auditors report thereon and every document referred thereto shall be available at the Registered office of the Company for inspection on working days between 10 am to 4 pm, 21 days before the date of AGM.
9. The members can cast their votes by way of remote e-voting provided by the Company through CDSL in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date July 22, 2019. Any Member not having login id and password for remote e-voting, may obtain it by sending a request to the RTA.

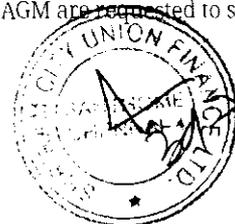


10. Please update Bank Account numbers, Income Tax Permanent Account Number ("PAN") and other details by submitting the relevant documents to your DP or RTA
11. The Statutory Registers will be available for inspection by the Members at the AGM. Relevant documents and statements referred to in this Notice are open for inspection by the Members at the Registered Office of the Company during business hours till the date of the AGM.
12. Pursuant to section 91 of the Act and Regulation 42 of the LODR, the Register of Members / Beneficial Owners and Share Transfer Book will remain closed from Tuesday, July 23, 2019 to Monday, July 29, 2019 (both days inclusive) for the purpose of the AGM and for the purpose of payment of final dividend.
13. Subject to the provisions of the Act, the dividend, if declared at the AGM shall be paid on or after August 2, 2019 to the demat account holders or holders of physical shares as at the end of the day on July 22, 2019 provided by DP or RTA as the case may be .
14. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio enabling the Company to serve effectively.
15. Please address all correspondence including dividend matters to the RTA.
16. Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, the dividends which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" ("IEPF") established by the Central Government as and when they fall due for transfer. Shareholders who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the RTA before transfer to IEPF. The following table shows the details of due date of transfer of unclaimed dividend to IEPF.

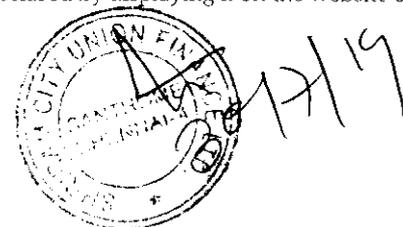
Year ending on March 31	Due Date of Transfer to IEPF		Year ending March 31	Due Date of Transfer to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
2012	October 31, 2019	December 6, 2018	2016	September 2, 2023	December 4, 2022
2013	August 30, 2020	December 5, 2019	2017	August 4, 2024	December 1, 2023
2014	September 1, 2021	November 30, 2020	2018	July 31, 2025	December 4, 2024
2015	September 1, 2022	December 5, 2021	2019		November 29, 2025

The company is required to transfer the shares to IEPF Authority, the shares in respect of which the dividend is not claimed/remains unpaid for seven consecutive years or more and such dividend/shares can be claimed by respective members from IEPF authority by following the prescribed procedures.

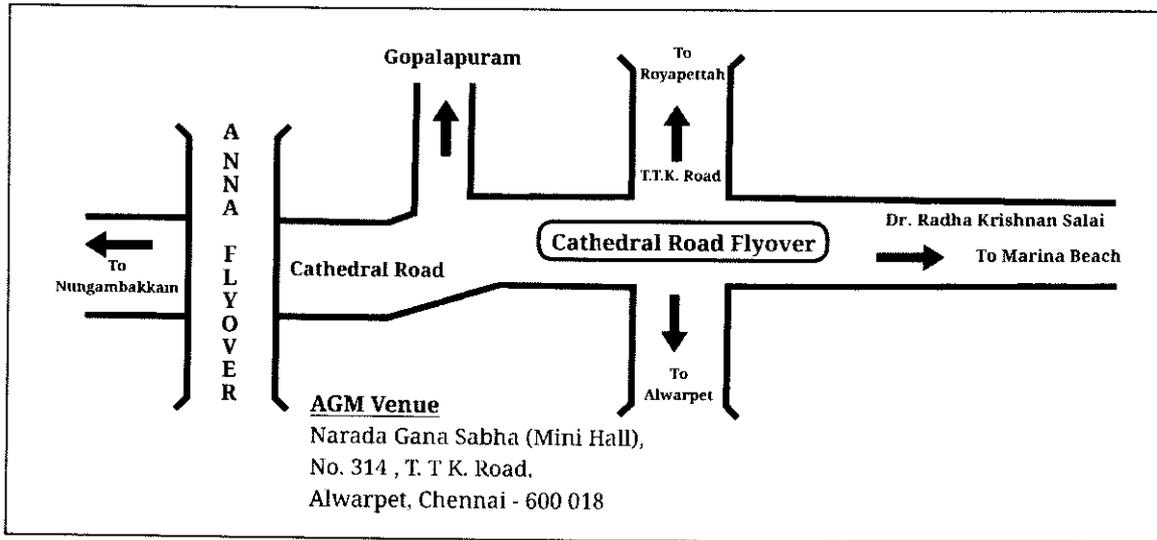
17. Communications including Annual Report, Notice of AGM, the process and manner of e-voting, Attendance Slip, Proxy Form are being sent by electronic mode to the registered email addresses available with the Company/RTA/DP and by permitted mode to the members, who have not registered their email ids with the Company/RTA/DP. Members will be entitled to be furnished, free of cost, the physical copy (ies) of the document(s) sent by e-mail upon receipt of a requisition from them, any time, as a Member of the Company.
18. Members can update their nominations by submitting respective forms to RTA or DP as the case may be.
19. Shareholders seeking any information with regard to accounts are requested to write to the Company Secretary of the Company at the Secretarial Office of the Company at least 7 days in advance of the date of the AGM, so as to keep the information ready at the AGM.
20. The members, who have casted their vote by remote e-voting may attend the meeting, but shall not be entitled to cast their vote again.
21. 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.
22. Authorised representatives of corporate members attending/voting at the AGM are requested to send certified copies of such authorisation of their Board to the Company, in advance.



23. The remote e-voting period shall commence from Friday, July 26, 2019 at 10.00 a m and shall close on Sunday, July 28, 2019 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 28, 2019 at 5 p m). In order to e-vote, you need to Log in and then vote. The followings state the Login process.
- (i) Log on to the e-voting website : www.evotingindia.com
 - (ii) Click on "Shareholders/Member" tab.
 - (iii) Enter following user ID and the Capcha
NSDL Demat account holder (8 character DP ID followed by 8 digit client ID), CDSL Demat account holder (16 digit beneficiary ID), shares held in physical form (EVSN followed by registered folio number with the Company)
 - (iv) Enter 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).
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.
 - (v) After entering these details appropriately, click on "SUBMIT" tab.
 - (vi) Click on the number below EVSN for Shriram City Union Finance Limited.
 - (vii) 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 assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (viii) Click on the "Resolutions File Link" for resolution details, if you desire.
 - (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else click on "CANCEL" and modify your vote.
 - (x) After "CONFIRM" the vote on the resolution will not be allowed to modify.
 - (xi) "Click here to print" option will print voting done.
 - (xii) 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.
 - (xiv) Institutional Members (i.e. other than individuals, HUE, NRI etc.) who wish to cast their votes through remote e-voting should send a scanned copy of the Registration form bearing the stamp and signature of the authorized person of the entity, the list of accounts and scanned copy (PDF format) of the relevant Board Resolution and Power of Attorney (POA) etc to helpdesk.evoting@cdslindia.com.
 - (xv) In case of any queries the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section can be referred to or by writing email to helpdesk.evoting@cdslindia.com or call on 18002005533 or by contacting the Company Secretary of the Company at the contacts mentioned on the top of this notice.
 - (xvi) The Scrutiniser would be able to view the names and number of shareholders who casted the vote by way of e-voting on Sunday July 28, 2019 after 5 p.m. in the presence of at least two witnesses (not being in employment of the Company) and would unblock the voting pattern after the conclusion of the AGM on July 29, 2019 and report on the results of voting.
24. The Scrutiniser after his scrutiny will submit his report to the Chairman 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 July 31, 2019.



Route map to AGM venue



SHRIRAM CITY UNION FINANCE LIMITED

CIN: L65191TN1986PLC012840

Regd. office: 123, AngappaNaicken Street, Chennai 600 001.

Tamil Nadu. Telephone No + 91 44 25341431

Secretarial Office: 144, Santhome High Road, Mylapore, Chennai-600004.

Telephone No +91 44 43925300

Website: www.shriramcity.in ; Email: sect@shriramcity.in



NOTICE

ADDENDUM TO THE NOTICE OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS

Subsequent to the approval of the Notice of Thirty Third Annual General Meeting ("AGM") of the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") by the Board of Directors of the Company ("Board") on date April 24, 2019 convening the AGM to be held on Monday, July 29, 2019 at 10 a m at Narada Gana Sabha (Mini Hall), No 314, T T K Road, Alwarpet, Chennai 600 018, the Board has approved the inclusion of the following items as additional items for transaction in the Agenda of the AGM. This Notice is to be read in addition to as an addendum to and forms a part of the Notice of AGM dated April 24, 2019.

SPECIAL BUSINESS:

Item no 11 : Appointment of Sri Yalamati Srinivasa Chakravarti (DIN - 00052308) as a Director, Managing Director and Chief Executive Officer

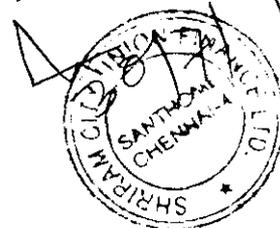
To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of section 149, 152 (4), 152 (5), 164 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, ("LODR") as amended from time to time, Sri Yalamati Srinivasa Chakravarti (Director Identification Number - 00052308) who was appointed as an Additional Director of the Company with effect from July 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has expressed his desire to act as a Director, if appointed in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Sri Yalamati Srinivasa Chakravarti for the office of Director be and is hereby appointed as an Executive, Non Independent Director of the Company from July 1, 2019".

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014 and the provisions of the Articles of Association of the Company, applicable guidelines of Reserve Bank of India and applicable regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee, the consent of the shareholders be and is hereby accorded to appoint Sri Yalamati Srinivasa Chakravarti holding DIN-00052308 ("YSC") as the Managing Director and Chief Executive Officer ("MD and CEO") and as Key Managerial Personnel of the Company for a period of 5 years effective July 1, 2019 with the following remuneration and on the following terms and conditions.

A. Remuneration:

- i. Salary: ₹ 4,00,000/- per month with annual increment of not less than 10% per annum with effect from April 1 every year. Any increment more than 10% per annum shall be decided by the Board.



B. Perquisites :

- i. House Rent Allowance - 20% Basic Salary per month or rent free accommodation (Company owned/leased/rented) in lieu of House Rent Allowance.
- ii. Club Fees Annual membership (no life or admission membership fees) fees for a maximum of two clubs, all expenses at club for official purpose shall be reimbursed or paid to the club by the Company.
- iii. Expenditure on entertainment, business promotion, travel undertaken and other expenses incurred reasonably for official purpose shall be borne by the Company.
- iv. Contribution to Provident Fund - 12% of Basic Salary per month. Contribution to National Pension Scheme 10% of Basic Salary per month, Ex-gratia, Superannuation and Gratuity shall be paid as per the rules of the Company.
- v. Leave and encashment of leave shall be as per the rules of the Company.
- vi. Company shall provide a suitable car. The running and maintenance expenses including driver's salary for use on Company's business shall be borne/reimbursed by the Company subject to a maximum of ₹ 3,43,200/- per annum.
- vii. Leave Travel concession shall be paid /borne by the Company for the MD & family subject to a maximum of ₹ 4,00,000/- per annum.
- viii. Telephone charges/bills for one mobile phone, telephone at office and telephone at residence, internet, data card and other communication facilities shall be borne/reimbursed by the Company subject to a maximum of ₹ 1,20,000 per annum.
- ix. Payment for water, gas, electricity, soft furnishing of residence, Newspaper and periodicals subject to a maximum of ₹ 60,000 per annum.
- x. The premium on personal accident insurance and mediclaim for the MD & CEO and family members shall be paid as per Policy of the Company subject to a maximum of ₹ 50,000 per annum.
- xi. Employee Stock Option Employees stock option may be granted as decided by the Nomination and Remuneration Committee/ Board from time to time according to the Employees Stock Option Scheme of the Company and applicable regulations.

C. Other Terms:

- i. Income tax and other applicable taxes, if any shall be deducted at source as per prevailing laws/regulations.
- ii. The MD and CEO shall not be paid any sitting fees for attending General Meetings and Meetings of the Board or Committee thereof.
- iii. In the event of absence or inadequacy of profits in any financial year the MD and CEO shall be paid the above remuneration, allowances and perquisites subject to requisite approval, if any.
- iv. The Board may revise the existing or allow any other facilities/perquisites, from time to time, within the permissible limits of provisions of law.
- v. Unless the Board decides otherwise, the Managing Director shall not retire by rotation.
- vi. If the MD and CEO ceases to be Director of the Company at any time for any reason whatsoever he shall cease to be the MD and CEO forthwith and *vice versa*.

Item no 12 : Appointment of Sri Duruvasan Ramachandra (DIN - 00223052) as a Non Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 (4), 152 (5), 164 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. ("LODR") as amended



from time to time, Sri Duruvasan Ramachandra (Director Identification Number - 00223052) who was appointed as an Additional Director of the Company with effect from July 1, 2019 by the Board of Directors pursuant to Section 161 (1) of the Act to hold office upto this Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee and who has expressed his desire to act as a Director, if appointed in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Sri Duruvasan Ramachandra for the office of Director be and is hereby appointed as a Non Executive, Non Independent Director of the Company from the date of Annual General Meeting July 29, 2019 liable to retire by rotation.”

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : June 29, 2019

C R Dash
Company Secretary

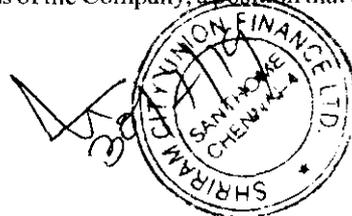
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 11

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at the meeting held on June 29, 2019 appointed Sri Yalamati Srinivasa Chakravarti (DIN - 00052308) as an Additional Director to hold office as the Managing Director and Chief Executive Officer and as Key Managerial Personnel of the Company for a period of 5 years with effect from July 1, 2019 at a remuneration as detailed in the resolution of the Notice in accordance with the Articles of Association, Policy on Appointment, Remuneration and Diversity of Board and Section 161 of the Act. As per Section 161 (b) of the Act, Sri Yalamati Srinivasa Chakravarti holds office upto the date of the 33rd AGM. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri Y S Chakravarti to be appointed as an Executive, Non Independent Director. Sri Yalamati Srinivasa Chakravarti has consented by way of form DIR-2 (in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment. Sri Yalamati Srinivasa Chakravarti, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as a Non independent director as specified in the Act and the LODR. Sri Yalamati Srinivasa Chakravarti meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The remuneration proposed is within the limits prescribed under Section 197 and Schedule V of the Act. He would continue on the Board as a director based on his performance evaluation. The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in Financial Services business. His directorship is in the interest of the Company. The profile and other directorships of Sri Yalamati Srinivasa Chakravarti are as under.

Brief Profile

Sri Yalamati Srinivasa. Chakravarti, B.Com, started his career in Shriram Chits Pvt. Ltd., Andhra Pradesh in June 1991 as an Executive Trainee, and rose to the position of Chief Executive of the organisation by 1998. In recognition of his performance, Chakravarti was promoted as Executive Director of the organisation in March 2004. During his tenure he expanded the Branch network business and customer base manifold. Sri Chakravarti joined Shriram City Union Finance Limited in the year 2008 as Executive Director, initially as Business Head for financing purchase of Two Wheelers in the State of Andhra Pradesh. His nurturing of the State enabled Andhra Pradesh to be the leading contributor to the business of the Company, a position that the State continues to



occupy. He was elevated to the position of Chief Operating Officer ("COO") of the Company in 2010. As COO, Chakravarti is responsible for the business of Shriram City Union Finance Limited.

Sri Yalamati Srinivasa Chakravarti holds Directorships in Shriram Chits PLimited, Shriram Chits (Maharashtra) Limited and Shriram Housing Finance Limited. His Chairmanship/Membership of the Committees of other Companies in which he is a Director are : Shriram Housing Finance Limited - Member - 1. Nomination & Remuneration Committee and 2. Corporate Social Responsibility Committee.

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure .

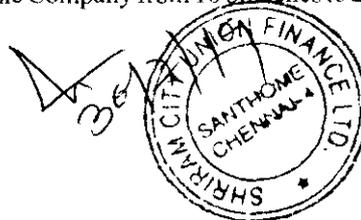
Except Sri Yalamati Srinivasa Chakravarti, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, *inter se* of the Company and does not hold any share in the Company. The Board of Directors recommend passing of the resolution set out in Item No - 11 of the Notice as an Ordinary Resolution.

Item No. 12

Sri Duruvasan Ramachandra was re-appointed as Managing Director and Chief Executive Director for a term of 3 years w.e.f. June 6, 2017 and his appointment was approved by the members at the Annual General Meeting (AGM) held on June 30, 2017. He resigned as the Managing Director and Chief Executive Officer of the Company to pursue other activities in different companies and he would not be able to devote time for the Company. In view of his knowledge and experience on the business of the Company, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at the meeting held on June 29, 2019, appointed Sri Duruvasan Ramachandra (DIN - 00223052) as an Additional Director (Non Independent, Non Executive) in accordance with the Articles of Association, Policy on Appointment, Remuneration and Diversity of Board and Section 161 of the Act from July 1, 2019. As per Section 161 of the Act, Sri Duruvasan Ramachandra holds office upto the date of the 33rd AGM. The Company has received requisite notice in writing from a member under Section 160 (1) of the Act signifying the candidature of Sri Duruvasan Ramachandra to be appointed as a Non Independent Director liable to retire by rotation. Sri Duruvasan Ramachandra has consented by way of form DIR-2 (in terms of Rule 8 of the Companies Appointment & Qualification of Directors Rules, 2014) and declared as qualified by way of form DIR-8 for such appointment. Sri Duruvasan Ramachandra, possesses requisite knowledge, experience and skill for the position of Director and fulfils the condition for appointment as specified in the Act and the LODR. Sri Duruvasan Ramachandra meets the criteria of fit and proper for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri Duruvasan Ramachandra as a Non Independent Director liable to retire by rotation. He would continue on the Board as a director based on his performance evaluation. The Board considers the continuance of his directorship in the Company will be of immense benefit to the Company in view of his knowledge and experience in Financial Service business. His directorship is in the interest of the Company. He attended 4 meetings of the Board out of 4 meetings held during last year. The profile and other directorships of Sri Duruvasan Ramachandra are as under.

Brief Profile

Sri Duruvasan a Commerce Graduate, has been serving the Shriram Group for more than 3 decades. He has started his career with Shriram Chits at Chennai in the collection department and has worked his way up to being CEO and Executive Director of Shriram Chits P Ltd, Hyderabad. He was instrumental in the growth of the Company during his stint at Hyderabad and has expanded the Company from 16 branches to 202 branches.



During his tenure the Company flourished as the largest Chit Fund Company in the country in terms of Auction Turnover, No of Branches, Manpower and Customer base. His contribution has paved way for the Shriram Group to expand its Deposit and NCD portfolio. Sri Duruvasan was the Managing Director and Principal Officer of Shriram Life Insurance Co. Ltd.

He holds directorship in CES Limited and Shriram Life Insurance Company Limited. His Chairmanship/Membership of the Committees of other Companies in which he is a Director are CES Limited Member - 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee and 4. Corporate Social Responsibility Committee.

Further details required under Regulation 36 (3) of the LODR and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

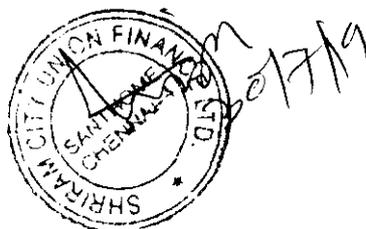
Except Sri Duruvasan Ramachandra, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, *inter se* of the Company and does not hold any share in Company. The Board of Directors recommend passing of the resolution set out in Item No - 12 of the Notice as an Ordinary Resolution.

Name of the Director	Sri Y S Chakravarti	Sri Duruvasan Ramachandra
Citizenship	Indian	Indian
Date of Birth/ Age	June 10, 1963/56 yrs	April 12, 1962/57 yrs
DIN	00052308	00223052
Date of first appointment on the Board of Directors	June 29, 2019	June 6, 2012
Qualifications	B Com	B Com
Nature of Expertise in specific functional areas	Financial Service business	Financial Service business
Number of Meetings attended	Not Applicable	4
Shareholding in the Company	Nil	Nil
Remuneration Paid during FY19 (₹ in Cr)	0.60	0.66
Remuneration payable (₹ in Cr)	0.78	-

Number of Meetings attended : Number of Board Meetings of the Company attended during FY19. FY19 :Financial year ending March 31, 2019. During FY19, there were four meetings of the Board of Directors of the Company held. Remuneration paid during FY19 to Sri Y S Chakravarti is as Chief Operating Officer.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : June 29, 2019



C R Dash
Company Secretary

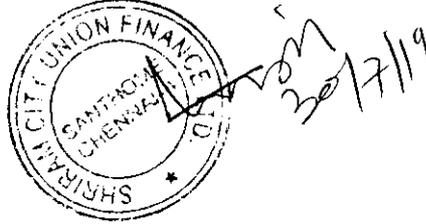
Notes forming a part of the Notice:

Please refer to the Notes to the Notice of the Annual General Meeting dated April 24, 2019, which form a part of this Notice. This Notice is an Addendum and in addition to the Notice of AGM dated April 24, 2019.

This addendum Notice is posted on the web site of the Company along with the Notice of AGM dated April 24, 2019 at https://nseprimeir.com/IR_download/PPN_Corp_Announcements/SCUF_AGM_NOTICE_29072019.ZIP

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : June 29, 2019



C R Dash
Company Secretary