SHRIRAM City
MONEY WHEN YOU NEED IT MOST

Ref: STEC NSE/BSE 118/2020 August 1, 2020

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**
**ISIN – INE722A01011**

Sub: Voting results of Annual General Meeting held on July 31, 2020

Please find below the details of the voting results of Annual General Meeting (AGM) of the shareholders of the Company held on Friday, July 31, 2020 at 10.00 a m IST through video conferencing ("VC")/Other Audio Visual Means ("OAVM) from Chennai. 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 during the AGM through live e-voting upto the conclusion of the meeting. All the resolutions (Ordinary and Special) contained in the Notice of the AGM were approved by requisite majority of members and accordingly all the resolutions are declared to be passed at the AGM.

The following reports are attached herewith.

1. Consolidated report of the Scrutiniser for remote e-voting and live e-voting during the AGM are attached in the prescribed format. (**Annexure 1).**

2. Notice of the Annual General Meeting dated June 11, 2020 **(Annexure 2)**.

This is an intimation under Regulation 44 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,
For Shriram City Union Finance Limited,

CHITTA RANJAN DASH

Digitally signed by CHITTA RANJAN DASH
DN: c=IN, o=Personal, postalCode=600094, st=TAMIL NADU, serialNumber=bba80f72467cc10e019f7ab1abd4b8bf3ae10e30333e89c7c430fa8dca68393b, cn=CHITTA RANJAN DASH
Date: 2020.08.01 16:39:28 +05'30'

Company Secretary

**Annexure I**

**Details of Results of Remote E-Voting and E-Voting at AGM Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) 2015**

| | |
|---|---|
| Date of the AGM/EGM | 31st JULY 2020 |
| Total Number of Shareholders on record date | 15380 |
| No. of Shareholders Present in the meeting either in person or through proxy | NIL |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing | 30 |
| Promoters and Promoter Group: | 2 |
| Public: | 28 |

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

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| ITEM NO. 1: | ADOPTION OF STANDALONE FINANCIAL STATEMENTS | | | | | | | |
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **22388077** | **22388077** | **100** | **22388077** | **0** | **100.00** | **0** |
| Public Institutions | Remote E-Voting | 21301129 | 14700371 | 69.01 | 14700371 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **21301129** | **14700371** | **69.01** | **14700371** | **0** | **100.00** | **0.00** |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 99.9999550 | 0.00004 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 99.999955 | 0.00004 |
| Total | | **66002922** | **57103619** | **86.517** | **57103610** | **9** | **99.99998** | **0.00002** |

CHITTA RANJAN DASH

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DN: c=IN, o=Personal, postalCode=600094, st=TAMIL NADU, serialNumber=bba80f72467cc10e019f7ab1abd4b8bf3ae10e30733e89c7c430fa8dca68393b, cn=CHITTA RANJAN DASH
Date: 2020.08.01 16:37:19 +05'30

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO. 2: | ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14700371 | 69.01 | 14700371 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14700371 | 69.01 | 14700371 | 0 | 100.00 | 0.00 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 99.99996 | 0.00004 |
| Total | | 66002922 | 57103619 | 86.517 | 57103610 | 9 | 99.99998 | 0.00002 |

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Date: 2020.08.01 16:36:12 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.3: | DECLARATION OF DIVIDEND | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **22388077** | **22388077** | **100** | **22388077** | **0** | **100.00** | **0** |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14721249 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **21301129** | **14721249** | **69.11** | **14721249** | **0** | **100.00** | **0.00** |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015168 | 3 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **22313716** | **20015171** | **89.699** | **20015168** | **3** | **99.99999** | **0.00001** |
| Total | | **66002922** | **57124497** | **86.5484** | **57124494** | **3** | **99.99999** | **0.00001** |

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Date: 2020.08.01 16:37:03 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.4: | REMUNERATION OF AUDITORS | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **22388077** | **22388077** | **100** | **22388077** | **0** | **100.00** | **0** |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14721249 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **21301129** | **14721249** | **69.11** | **14721249** | **0** | **100.00** | **0.00** |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015158 | 13 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | | 0.00 | | | #DIV/0! | 0.00 |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | **Total** | **22313716** | **20015171** | **89.70** | **20015158** | **13** | **99.99994** | **0.00006** |
| Total | | **66002922** | **57124497** | **86.5484** | **57124484** | **13** | **99.99998** | **0.00002** |

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Date: 2020.08.01 16:37:37 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.5: | DIRECTOR RETIRES BY ROTATION | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14721249 | 0 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14721249 | 69.11 | 14721249 | 0 | 100.00 | 0.00 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 99.99996 | 0.00004 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015162 | 9 | 99.99996 | 0.00004 |
| Total | | 66002922 | 57124497 | 86.5484 | 57124488 | 9 | 99.99998 | 0.00002 |

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Date: 2020.08.01 16:37:50 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.6: | APPOINTMENT OF SRI IGNATIUS MICHAEL VILJOEN (DIN- 08452443) AS A NON- INDEPENDENT DIRECTOR | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14718038 | 3211 | 99.9782 | 0.0218 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14721249 | 69.11 | 14718038 | 3211 | 99.98 | 0.0218 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015096 | 75 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015096 | 75 | 100.00 | 0.00 |
| Total | | 66002922 | 57124497 | 86.55 | 57121211 | 3286 | 99.99425 | 0.00575 |

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Date: 2020.08.01 16:38:06 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.7: | APPOINTMENT OF SRI DEBENDRANATH SARANGI (DIN- 01408349) AS AN INDEPENDENT DIRECTOR | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Special Resolution | | | | | | | |
| agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14718038 | 3211 | 99.9782 | 0.02181 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14721249 | 69.11 | 14718038 | 3211 | 99.9782 | 0.02181 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015161 | 10 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015161 | 10 | 99.999950 | 0.0000500 |
| Total | | 66002922 | 57124497 | 86.5484 | 57121276 | 3221 | 99.99 | 0.005639 |

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Date: 2020.08.01 16:18:20 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.8: | APPOINTMENT OF Ms. MAYA S SINHA (DIN- 03056226) AS AN INDEPENDENT DIRECTOR | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Special Resolution | | | | | | | |
| agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 12403241 | 2318008 | 84.25 | 15.7460 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14721249 | 69.11 | 12403241 | 2318008 | 84.2540 | 15.74600 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015161 | 10 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015161 | 10 | 100.00 | 0.0000 |
| Total | | 66002922 | 57124497 | 86.55 | 54806479 | 2318018 | 95.942165 | 4.05784 |

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Date: 2020.08.01 16:38:32 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

| ITEM NO.9: | BORROWING POWERS OF THE BOARD | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/Special) | Special Resolution | | | | | | | |
| Whether promoter/promoter group interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No.of Votes polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No.of Votes -- against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22388077 | 22388077 | 100 | 22388077 | 0 | 100.00 | 0 |
| Public Institutions | Remote E-Voting | 21301129 | 14721249 | 69.11 | 14701842 | 19407 | 99.87 | 0.13 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 21301129 | 14721249 | 69.11 | 14701842 | 19407 | 99.87 | 0.13 |
| Public Non-Institutions | Remote E-Voting | 22313716 | 20015171 | 89.70 | 20015158 | 13 | 100.00 | 0.00 |
| | E-Voting at AGM | | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot(if applicable) | | - | - | - | - | - | - |
| | Total | 22313716 | 20015171 | 89.70 | 20015158 | 13 | 100.00 | 0.00 |
| Total | | 66002922 | 57124497 | 86.5484 | 57105077 | 19420 | 99.9660 | 0.03400 |

CHITTA RANJAN DASH

Digitally signed by CHITTA RANJAN DASH
DN: c=IN, o=Personal, postalCode=600094, st=TAMIL NADU, serialNumber=bba80f7246fcc10e01997ab1abd4b8b53de10e30333e89c7c430fa8dca6813b, cn=CHITTA RANJAN DASH
Date: 2020.08.01 16:38:45 +05'30'

SHRIRAM CITY UNION FINANCE LTD. SANTHOME CHENNAI-4

**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)**

**To**

**The Chairman**

**Shriram City Union Finance Limited,**

**No: 123, Angappa Naicken Street,**

**Chennai-600001.**

**THIRTY FOURTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF SHRIRAM CITY UNION FINANCE LIMITED, CIN-L65191TN1986PLC012840 HELD ON FRIDAY, JULY 31, 2020 AT 10:00 AM THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC"/OAVM")**

In light of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars ") permitted the holding of the Annual General Meeting ("AGM") through VC/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and MCA circulars, the AGM of the Company was held through VC/OAVM and the facility to appoint proxy(ies) to attend and cast vote for the members was not made available at this AGM. Members were given the option of voting via remote e- voting and e-voting at

**P.SRIRAM**
**SCRUTINIZER**

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the meeting as detailed in the Notice of the AGM and the Members who attended the meeting through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Act.

I, P.Sriram, Practicing 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 e-voting at the Company's Annual General Meeting held on July 31, 2020 ("AGM") through video conferencing 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 June 11, 2020. Sri.Debendranath Sarangi, DIN-01408349, Chairperson of the Company chaired the AGM.

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 e-voting at the AGM through VC/OAVM for the resolutions contained in the Notice. My responsibility as scrutinizer is restricted to ensure conduct of remote e-voting and e-voting at the AGM in fair and transparent manner and to make a Consolidated

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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 and e-voting at the AGM.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution by remote e-voting placed for approval of the shareholders was July 24, 2020.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday July 28, 2020 10.00 A.M. to Thursday July 30, 2020 till 5.00 P.M.

4. As on the cut-off date i.e. July 24, 2020, there were 15,380 Shareholders of the Company.

5. At the end of remote e-voting period on July 30, 2020 at 5:00 PM, voting portal of CDSL was blocked forthwith.

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**SCRUTINIZER**

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6. 30 Shareholders attended the AGM through VC/OAVM and were counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. After the conclusion of the AGM on Friday, July 31, 2020 at 10:45 A.M, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr.Ganeshram.

8. The voting records of votes cast 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 lodged with the RTA/Company. The votes were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at the AGM through VC/OAVM.

9. The total votes casted in favour or against all the resolutions proposed in the Notice of the AGM are as under :

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**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND E- VOTING AT THE AGM IS AS UNDER:**

**ITEM NO. 1: AS AN ORDINARY RESOLUTION**

**ADOPTION OF STANDALONE FINANCIAL STATMENTS:**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 81 | - | 5 | - | - |
| Number of Votes Cast by Members | - | 57103610 | - | 9 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 1**

**PERCENTAGE OF VOTES IN FAVOUR– 99.99**

**PERCENTAGE OF VOTES AGAINST – 00.01**

**P.SRIRAM**
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**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 E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 81 | - | 5 | - | - |
| Number of Votes Cast by Members | - | 57103610 | - | 9 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 2**

**PERCENTAGE OF VOTES IN FAVOUR– 99.99**

**PERCENTAGE OF VOTES AGAINST – 0.01**

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**P.SRIRAM**
**SCRUTINIZER**

## ITEM NO. 3 AS AN ORDINARY RESOLUTION

## DECLARATION OF DIVIDEND.

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 85 | - | 2 | - | - |
| Number of Votes Cast by Members | - | 57124494 | - | 3 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

## CONSOLIDATED RESULT ON VOTING OF ITEM NO: 3

**PERCENTAGE OF VOTES IN FAVOUR – 99.99**

**PERCENTAGE OF VOTES AGAINST – 0.01**

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## ITEM NO. 4 AS AN ORDINARY RESOLUTION

## REMUNERATION OF AUDITORS

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 81 | - | 6 | - | - |
| Number of Votes Cast by Members | - | 57124484 | - | 13 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 4 :**

**PERCENTAGE OF VOTES IN FAVOUR– 99.99**

**PERCENTAGE OF VOTES AGAINST –0.01**

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**ITEM NO.5 AS AN ORDINARY RESOLUTION**

**RETIREMENT BY ROTATION OF DIRECTOR SRI SHASHANK SINGH (DIN:02826978):**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person ) | - | 82 | - | 5 | - | - |
| Number of Votes Cast by Members | - | 57124488 | - | 9 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO : 5 :**

**PERCENTAGE OF VOTES IN FAVOUR –99.99**

**PERCENTAGE OF VOTES AGAINST –0.01**

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**ITEM NO. 6: AS AN ORDINARY RESOLUTION**

**APPOINTMENT OF SRI IGNATIUS MICHAEL VILJOEN (DIN- 08452443) AS A NON- INDEPENDENT DIRECTOR:**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 79 | - | 8 | - | - |
| Number of Votes Cast by Members | - | 57121211 | - | 3286 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 6:**

**PERCENTAGE OF VOTES IN FAVOUR –99.99**

**PERCENTAGE OF VOTES AGAINST –0.01**

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**SCRUTINIZER**

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**ITEM NO. 7: AS A SPECIAL RESOLUTION**

**APPOINTMENT OF SRI DEBENDRANATH SARANGI (DIN- 01408349) AS AN INDEPENDENT DIRECTOR**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 80 | - | 7 | - | - |
| Number of Votes Cast by Members | - | 57121276 | - | 3221 | - | - |
| % of total number of valid votes cast | - | 99.99 | - | 0.01 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO:7:**

**PERCENTAGE OF VOTES IN FAVOUR –99.99**

**PERCENTAGE OF VOTES AGAINST –0.01**

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**ITEM NO. 8: AS A SPECIAL RESOLUTION**

**APPOINTMENT OF Ms MAYA S SINHA (DIN- 03056226) AS AN INDEPENDENT DIRECTOR**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 52 | - | 35 | - | - |
| Number of Votes Cast by Members | - | 54806479 | - | 2318018 | - | - |
| % of total number of valid votes cast | - | 95.94 | - | 4.06 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO:8:**

**PERCENTAGE OF VOTES IN FAVOUR – 95.94**

**PERCENTAGE OF VOTES AGAINST –4.06**

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**SCRUTINIZER**

**ITEM NO. 9: AS A SPECIAL RESOLUTION**

**BORROWING POWERS OF THE BOARD**

| Voting | Voted in favour of the resolution | | Voted against the resolution | | Votes invalid | |
|---|---|---|---|---|---|---|
| | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting | Through E-voting at AGM | Through remote E-voting |
| Number of Members voted (in person) | - | 79 | - | 8 | - | - |
| Number of Votes Cast by Members | - | 57105077 | - | 19420 | - | - |
| % of total number of valid votes cast | - | 99.97 | - | 0.03 | - | - |

**CONSOLIDATED RESULT ON VOTING OF ITEM NO: 9:**

**PERCENTAGE OF VOTES IN FAVOUR – 99.97**

**PERCENTAGE OF VOTES AGAINST –0.03**

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

a) Who abstained from voting on specific resolutions under remote e-voting were not considered for reckoning valid votes.

b) Who voted by way of remote e-voting and voted at the AGM through VC/OAVM, then votes casted by him/ her by way of remote e-voting were only considered.

c) Who voted through e-voting made available during the AGM but did not participate in the meeting through VC/OAVM then the votes cast by the shareholders were considered as invalid as e-voting during the meeting was available only to shareholders attending the meeting.

11. 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.

12. 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.

13. The Electronic Data and all other relevant records relating to the remote e-voting and e-voting at the AGM are 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.

| | |
|---|---|
| **P.Sriram**<br>Practicing Company Secretary<br>Membership No: 4862<br>Certificate of practice No: 3310<br>UDIN:F004862B000541893 | Date: 01.08.2020<br>Place: Chennai |

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**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.
Telephone No +91 44 4392 5300
Website: www.shriramcity.in ; Email: sect@shriramcity.in

## NOTICE OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given to the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") that Thirty Fourth Annual General Meeting ("AGM") of the members of the Company will be held on Friday, July 31, 2020 at 10 a m IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at Chennai 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon 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, 2020 together with the report of the Auditors thereon.

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors be and are hereby considered and adopted."

**Item no - 3 : Declaration of dividend**

To confirm the declaration /payment of interim dividend @ ₹ 6.00 per equity share of ₹ 10 each of the Company.

"**RESOLVED THAT** the Members of the Company record and confirm payment of Interim Dividend of ₹ 6 (Rupees six only) per equity share of face value of ₹ 10 each aggregating to an amount of ₹ 39,59,76,132/- (Rupees Thirty nine crores fifty nine lacs seventy six thousand one hundred and thirty two) including total dividend distribution tax amount of ₹ 8,13,94,058 (Rupees Eight crores thirteen lacs ninety four thousand and fifty eight), for the financial year ended March 31, 2020 paid on November 18, 2019.

**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 for FY 2020-2021, M/s G.D.Apte & Co, Chartered Accountants, Firm Registration No-100515W ("GDA") 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 lacs 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 in consultation with M/s G.D. Apte & Co."

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

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

To appoint a Director in place of Sri Shashank Singh (holding Director Identification Number 02826978) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible seeks re-appointment.

"**RESOLVED THAT** the approval of members of the Company be and hereby accorded, pursuant to Section 152 and other applicable provisions of Companies Act, 2013 to the re-appointment of Sri Shashank Singh (holding Director Identification Number 02826978) as a Director liable to retire by rotation."

### SPECIAL BUSINESS:

**Item no - 6 : Appointment of Sri Ignatius Michael Viljoen (DIN – 08452443) 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, 161 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

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Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Sri Ignatius Michael Viljoen (Director Identification Number - 08452443), who was appointed as an Additional Director of the Company with effect from July 29, 2019 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sri Ignatius Michael Viljoen for the office of Director be and is hereby appointed as a Non Executive, Non-Independent Director of the Company liable to retire by rotation."

**Item no - 7 : Appointment of Sri Debendranath Sarangi (DIN – 01408349) 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 Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time, Sri Debendranath Sarangi (Director Identification Number - 01408349) as recommended by the Nomination and Remuneration Committee and by the Board of Directors 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 for second term 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 Debendranath Sarangi for the office of Director be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for the second term upto March 31, 2025, not liable to retire by rotation.

**Item no - 8 : Appointment of Ms Maya S Sinha (DIN – 03056226) 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 Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time, Ms Maya S Sinha (Director Identification Number - 03056226) as recommended by the Nomination and Remuneration Committee and the Board of Directors and who has declared her independence in terms of Section 149 (6) of the Act and Regulation 16 (1) (b) of LODR and expressed her desire to act as a Director for second term 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 Ms Maya S Sinha for the office of Director be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for the second term upto March 31, 2025, not liable to retire by rotation."

**Item no - 9 : Borrowing Powers of the Board**

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

"**RESOLVED THAT** in supersessions of the Special resolutions passed at the Thirty third Annual General Meeting of the Company held on July 29, 2019 and pursuant to Section 180 (1) (c), 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant Rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) applicable regulations of Securities and Exchange Board of India, Reserve Bank of India and any other applicable regulations, if any, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise it's power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum(s) of money(s), 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) **AND** by way of invitation, offer, issue and allotment of redeemable non convertible debenture(s), subordinated debt(s), security(ies), debt security(ies), bond(s), any paper (s) convertible or non convertible or partly convertible at premium or at discount, in one or more tranches on private placement basis as well as by public issue from any or all the Entity(ies) [the term "Entity" shall be deemed to include, individuals, persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation



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- Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Employees, Director(s)/Key Managerial Personnel(s) ("KMP"), 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 of deposits/loans from any or all of the Entity(ies) referred above, any combination thereof **AND** by way of any other permissible instruments or methods of borrowings on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital, 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 full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities referred in aforesaid resolution and for reserving the aforesaid right."

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : June 11, 2020

**C R Dash**
Company Secretary

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

### Item No 6

Sri Ignatius Michael Viljoen (DIN-08452443), was appointed as an Additional Director by the Board in accordance with the Articles of Association and Section 161 of the Act with effect from July 29, 2019. As per Section 161 of the Act, Sri Ignatius Michael Viljoen holds office upto the date of the Thirty fourth AGM. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, performance evaluation carried out during his directorship in the Company, appointed Sri Ignatius Michael Viljoen (DIN – 08452443) as an Additional Director with effect from July 29, 2019. The Company has received requisite notice in writing from a member under Section 160 of the Act signifying the candidature of Sri Ignatius Michael Viljoen to be appointed as a Non-Executive and Non Independent Director liable to retire by rotation. Sri Ignatius Michael Viljoen has consented to and declared himself as qualified for such appointment, if made. He meets the criteria as mentioned in the Policy for Appointment Remuneration and Diversity of board and the regulations of RBI including fit and proper criteria 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 Sri Ignatius Michael Viljoen possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent, to appoint Sri Ignatius Michael Viljoen as a Non-Executive and Non Independent Director liable to retire by rotation.

The profile and other directorships of Sri Ignatius Michael Viljoen are as under.

Sri Ignatius Michael Viljoen joined Sanlam Capital Markets in 2003 as a senior credit analyst and was subsequently appointed as a South Africa-focused credit portfolio manager, a position he held from 2008 to 2013. He was involved in the management of Sanlam Capital Markets' Africa (excluding South Africa) credit portfolio from 2013, a role which included the establishment of Sanlam Africa Credit Investments Limited, a Mauritius-domiciled corporate loan fund focusing on providing loans to corporates and financial institutions, operating in Sub Saharan Africa. He is the senior portfolio manager and a director at Sanlam Credit Fund Advisor Proprietary Limited. He served as a member of the Sanlam Capital Markets Sub-Cred Committee, a management sub-committee of the Sanlam Group's Central Credit Committee, from December 2010 to June 2016. In 2019 he was appointed as the credit portfolio manager at Sanlam Pan Africa Portfolio Management. He serves on a number of Boards and is a member of the Botswana Insurance Fund Management Limited

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Credit Committee. Prior to joining Sanlam he was employed at ABSA Bank and the Standard Bank of South Africa. He has a Masters Degree in Economics from the University of the Free State in South Africa. Sanlam Emerging Markets (Mauritius) Limited (Sanlam) in exercise of its right pursuant to shareholders agreement entered among Sanlam, Shriram Ownership Trust and Shriram Financial Ventures (Chennai) Private Limited has nominated Sri Ignatius Michael Viljoen to hold office of Non-Executive Non-Independent Director on the Board of directors of the Company vide their letter.

The Board considers his appointment as director in the Company will be beneficial in view of his knowledge and experience in the areas of Financial, Human Resource, Management, Leadership. His directorship is in the interest of the Company.

He holds directorships in 1.M/s Sanlam Credit Fund Advisor (Pty) Limited. 2. M/s Shriram Transport Finance Company Limited. 3. M/s Letshego Holdings Limited, 4. M/s African Life Holdings Limited, 5. M/s African Life Financial Services Zambia Ltd and 6. M/s Aflife Properties Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director are Member – Investment Committee – M/s Sanlam Credit Fund Advisor (Pty) Limited.

Further details required under Regulation 36 (3) of the Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

Except Sri Ignatius Michael Viljoen, 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.

**Item No. 7**

Sri Debendranath Sarangi was appointed as an Independent and Non Executive Director for a period of 5 years by the members of the Company at the Annual General Meeting of the Company held on July 28, 2015. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, performance evaluation carried out during his directorship in the Company, appointed Sri Debendranath Sarangi (DIN – 01408349) as a Director for second term in accordance with the Articles of Association, Policy on Appointment Remuneration and Diversity of Board and applicable provisions of Companies Act from July 28, 2020. Sri Debendranath Sarangi holds office upto July 27, 2020. Sri Debendranath Sarangi is eligible to be 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 Debendranath Sarangi to be appointed as an Independent Director not liable to retire by rotation. Sri Debendranath Sarangi has consented by way of form DIR-2 (in terms of Rule 8 of the Companies Appointment & Qualification of Directors Rules 2014) to act as a Director, if appointed. He has declared himself as not being disqualified by way of form DIR-8 yearly disclosure and for such appointment. Sri Sarangi 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") and RBI regulations. Sri Debendranath Sarangi 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 Debendranath Sarangi 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 it's Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Sri Debendranath Sarangi as Non-Executive and Independent Director not liable to retire by rotation for second term of 5 years upto March 31, 2025. 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 Regulatory affairs, Planning, Decision making, Human Resource Management, Leadership. His directorship is in the interest of the Company.

Copy of the draft appointment letter to Independent Director(s) stating the terms and conditions of appointment in the Company as an independent director would be available 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 Debendranath Sarangi are as under.

Sri Debendranath Sarangi (holding Director Identification Number 01408349) holds M A (Political Science) from the University of Delhi and M Sc (Economics) from the University of Swansea U K. Sri Sarangi is an IAS (1977 Batch), Tamilnadu cadre.

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

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an IAS, he held the positions of Additional Secretary/ Joint Secretary/ Deputy Secretary in various departments of Govt of Tamilnadu i.e. Food & Civil Supplies Co-operation, Transport, Revenue, Labour & Employment, Housing & Urban Development, Small Industries (now called as MSME), Forest & Environment, Youth Affairs & Sports. He also held positions of Commissioner of Commercial Taxes, Chairman of Tamilnadu Industrial Development Corporation, Chairman of State Transport Corporations in Tamilnadu (7 such corporations in the state).

He was the key person in making and implementation of policies for housing, urban transportation, airport, seaport, railway modernisation, urban planning, urban infrastructure investment, SEZ promotion, investment through joint venture, labour and factory laws, revenue rules, provisions regarding land acquisition & compensation fixation, rehabilitation of the affected.

He holds directorships in : 1. M/s Etica Developers Pvt Limited, 2. M/s Rohini Industrial Electricals Limited, 3. M/s Southern Petrochemical Industries Corporation Limited, 4. M/s Tamilnadu Petroproducts Limited, 5. M/s Universal Comfort Products Limited and 6. M/s Voltas Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director are Member – Audit Committee, Nomination & Remuneration Committee - M/s Rohini Industrial Electricals Limited, Member – Audit Committee – M/s Voltas Limited, Member – Risk Management Committee – M/s Voltas Limited and Member – Audit Committee – M/s Universal Comfort Products Ltd.

Further details required under Regulation 36 (3) of the (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

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

**Item No.8**

Ms Maya S Sinha was appointed as an Independent and Non Executive Director for a period of 5 years by the members of the Company at the Annual General Meeting of the Company held on July 28, 2015. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and performance evaluation carried out during her directorship in the Company, appointed Ms Maya S Sinha (DIN – 03056226) as Director for second term in accordance with the Articles of Association, Policy on Appointment Remuneration and Diversity of Board and applicable provisions of the Companies Act, from July 28, 2020. Ms Maya S Sinha holds office upto July 27, 2020. Ms Maya S Sinha is eligible to be 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 Ms Maya S Sinha to be appointed as an Independent Director not liable to retire by rotation. Ms Maya S Sinha has consented by way of form DIR-2 (in terms of Rule 8 of the Companies Appointment & Qualification of Directors Rules 2014), declared herself as not being disqualified by way of form DIR-8 yearly disclosure and for such appointment declared and has declared that she 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") and RBI regulations. Ms Maya S Sinha 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. Ms Maya S Sinha 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 it's Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent, to appoint Ms Maya S Sinha as an Independent Director not liable to retire by rotation for second term of 5 years upto March 31, 2025. She would continue on the Board as a director based on her performance evaluation.

The Board considers the continuance of her directorship in the Company will be beneficial in view of her knowledge and experience in the areas of Financial, Regulatory affairs, Business analysis, Investor Servicing. Her directorship is in the interest of the Company.

Copy of the draft appointment letter to Independent Director(s) stating the terms and conditions of appointment in the Company as an independent director would be available 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 Ms Maya S Sinha are as under.

Ms Maya S Sinha (holding Director Identification Number 03056226) is a graduate B A (Honours) in Economics and Mathematics from Lady Shri Ram College, Delhi University and holds a Masters' degree from the Delhi School of Economics, Delhi University specialised in Econometrics, Monetary Finance and Public Economics. She is founder Director of Clear Maze Consulting (Pvt) Limited, which is a consultancy firm in the area of PPPs since July 2013. She is also the Founder Director of M/S CMC Skills Pvt Ltd, engaged in the implementation of Govt funded and CSR funded projects for Skill Development. Prior to commencing her entrepreneurial

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journey, Mrs Sinha was a member of the IRS, 1981 Batch. She took VRS in 2010.In her almost 30 year career in the Govt of India, she served for about 23 years in the Income Tax Dept. She worked for a considerable time in the Investigation Wing in New Delhi and Mumbai, apart from handling assessment and appeals of large corporates.

She was on deputation as the Commissioner of Khadi and Village Industries Commission, a Govt of India Undertaking engaged in employment generation through promotion of rural entrepreneurship. Her last assignment before taking VRS was as Deputy Chairman of the Jawaharlal Nehru Port Trust. From June 2010 to June 2013 she was Executive Director of M/s Core Education and Technologies Limited ("CETL") a listed company, engaged in providing technology based solutions to educational institutions in the areas of Teaching, Learning, Assessment and Governance. CETL had grown fast globally both inorganically and organically under her leadership.

Ms Maya S Sinha serves on the Boards of following Companies. 1. M/s Clear Maze Consulting Private Limited, 2. M/s Shreyas Shipping and Logistics Limited 3. M/s CMC Skills Private Limited 4. M/s Airasia (India) Limited, 5. M/s Mitcon Megaskill Centres Pvt Limited, 6. M/s Tata Boeing Aerospace Limited, 7. M/s Tata Advanced Systems Limited, 8. M/s Eternal Building Assets Pvt Limited, 9. M/s Prabhat Properties Pvt Limited and 10. M/s Tata Lockheed Martin Aero Structures Limited. Her Chairmanship/ Membership of the Committees of other Companies in which she is a Director are Member – Corporate Social Responsibility Committee - M/s Shreyas Shipping and Logistics Limited.

Further details required under Regulation 36 (3) of the (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

Except Ms Maya S Sinha, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. she is not related to any director, inter se of the Company and does not hold any share in Company. The Board of Directors recommend passing of the resolution set out in Item No - 8 of the Notice.

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# ANNEXURE

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

| Name of the Director | Sri Shashank Singh | Sri Ignatius Michael Viljoen | Sri Debendranath Sarangi | Ms Maya S Sinha |
|---|---|---|---|---|
| Citizenship | Indian | South African | Indian | Indian |
| Date of Birth/ Age | June 3, 1976/43 yrs | January 14, 1973/47 yrs | January 1, 1953/67 yrs | March 9, 1959/61 yrs |
| DIN | 02826978 | 08452443 | 01408349 | 03056226 |
| Date of first appointment on the Board of Directors | October 28, 2015 | July 29, 2019 | January 29, 2015 | May 28, 2015 |
| Qualifications | MBA from Harvard Business School, an MA in Economics from Cambridge University | Bachelor of Economics, Bachelor of Economics (Honneurs) and Master of Economics | M.A. (Political Science), M.Sc (Economics) from University of Swanesea, U K | M.A.(Econometrics, Monetary Finance and Public Economics ) |
| Nature of Expertise in specific functional areas | Financial, Regulatory affairs, Business analysis, Investor Servicing. | Financial, Capital Market/ Treasury, Risk Management Human Resource, Management, Leadership. | Regulatory affairs, Planning, Decision making, Human Resource Management, Leadership | Financial, Regulatory affairs, Business analysis, Investor Servicing. |
| Number of Meetings attended | 5 out of 5 meetings | 3 out of 3 meetings held from his date of appointment | 5 out of 5 meetings | 5 out of 5 meetings |
| Shareholding in the Company | Nil | Nil | Nil | Nil |
| Remuneration Paid during FY20 (₹ in lacs) | N A | N A | 7.5 | 4.5 |
| Remuneration payable (₹ in lacs) | N A | N A | As per Policy on Appointment, Remuneration and Diversity of the Board | |

Number of Meetings attended: Number of Board Meetings of the Company attended during FY20. FY20: Financial year ending March 31, 2020. During FY20, there were five meetings of the Board of Directors of the Company held.

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**Item No: 9**

The Company is a Non-Banking Finance Company engaged in providing retail and business loans. Borrowing is one of the source of funding for the Company. At the Thirty third AGM held on July 29, 2019 Board of Directors was authorised under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 40,000 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. 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. 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 borrowings may be done under different methods as it depends upon different factors at the time of borrowing including Public Issue of NCDs/Securities. The Board proposes to have the borrowing limits at ₹ 40,000 crores with no increase in the borrowing limits as approved by the members in the 33rd Annual General Meeting of the Company 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 is 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 availing of borrowings type of borrowing, the lender to borrow from, the amount of borrowing within the specified limit, time of borrowing, terms and conditions of each borrowing and other matters related thereto are 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.

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 thus the Circular of SEBI for this applies to the Company. The Company is required to file an initial disclosure and annual disclosure to this effect with Exchanges every financial year before April 30 every year. The timeline for filing these declarations was extended till June 30 on account of COVID – 19 lockdown. These confirmation would be filed in due course. The incremental borrowing may be in excess of prescribed limit depending upon the growth of business of the Company. 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 and for the purposes mentioned in the Shelf Prospectus, Prospectus, Tranche Prospectus, Shelf Disclosure Document, Information Memorandum and any other document under which issue is made. 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(s) set out in item no - 9 of the Notice as Special Resolution(s).

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : June 11, 2020

**C R Dash**
Company Secretary

**NOTES FORMING A PART OF THE NOTICE:**

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("Act") with respect to ordinary/special business set out in item no.6 to 9 of the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars ") permitted the holding of the Annual General Meeting ("AGM") through VC/OVAM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act").

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SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("LODR") and MCA circulars, the AGM of the Company will be held through VC/OAVM.

3. As this AGM will be held through VC/OAVM pursuant to as per above said MCA Circulars the facility to appoint proxy(ies) to attend and cast vote for the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice.

4. Authorised representatives of corporate members are requested to send certified copies of such authorisation of their Board to the Company, authorising their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the Scrutiniser by email at sriram@prowiscorporate.com with a copy marked to helpdesk.evoting@cdslindia.com.

5. 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.

6. The Notice along with the Annual Report for the year ended March 31, 2020 will be sent to all the Members by electronic mode, whose names appear in the Register of Members as on June 30, 2020 in compliance with the MCA Circulars and SEBI Circular dated May 12, 2020. This Notice can be accessed on the web site of the Company at https://nseprimeir.com/ir_download/PPN_Corp_Announcements/AGM_NOTICE_AND_ANNUAL_REPORT_2020.pdf websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www. bseindia.com and www.nseindia.com respectively, and on the website of CDSL https://www.evotingindia.com

7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. 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 24, 2020. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at cdstd@integratedindia.in . However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

9. Pursuant to section 91 of the Act and Regulation 42 of the LODR, the Register of Members and Share Transfer Books will remain closed from Saturday, July 25, 2020 to Friday, July 31, 2020 (both days inclusive) for the purpose of AGM.

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. As per Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. 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.

12. Please address all correspondence including dividend matters to the RTA.

13. 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 |
| 2013 | August 30, 2020 | | 2017 | August 4, 2024 | December 1, 2023 |
| 2014 | September 1, 2021 | November 30, 2020 | 2018 | August 27, 2025 | December 4, 2024 |
| 2015 | September 1, 2022 | December 5, 2021 | 2019 | September 2, 2026 | November 29, 2025 |
| 2016 | September 2, 2023 | December 4, 2022 | 2020 | | November 29, 2026 |

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.

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14. Members can update their nominations by submitting respective forms to RTA or respective DP as the case may be.

15. Since the AGM will be held through VC/OAVM, the route map is not furnished in this Notice.

16. 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.

17. The members, who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

18. i. Members who are holding shares in physical form and have not registered their email address with the company, may get the same registered by providing necessary details like Folio No, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN), Aadhar (self attested scanned copy) to the email address of the Company/RTA.

    ii. Members who are holding shares in Demat form: and have not registered their email address, may get the same registered by providing details like demat account details (CDSL – 16 digit beneficiary ID or NSDL – 16 digit DP ID+ Client ID), Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN), Aadhar (self attested scanned copy) to the email address of the Company/RTA. However, Members holding shares in demat mode are requested to contact their Depository Participant (DP) for updation of their email ID in their demat account permanently.

19. The remote e-voting period shall commence from Tuesday, July 28, 2020 at 10 a.m. and shall close of Thursday, July 30, 2020 at 5 p.m. During this period of remote e-voting, the Members of the Company, as on July 24, 2020 i.e. cut-off date, 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. Those members who will attend the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in live streaming session during the AGM.

20. If any votes are cast by the shareholders through remote e-voting and if same shareholders have participated in the meeting through VC/OAVM, then cast their votes during the live session of AGM then the votes cast by such shareholder through remote e-voting shall be considered valid and the vote casted at the live session of the AGM shall be considered invalid.

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

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

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

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

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

    (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.

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(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.

(xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting should send a scanned copy of the Registration form bearing the stamp and signature of the authorized person of the entity, the list of accounts and scanned copy (PDF format) of the relevant Board Resolution and Power of Attorney (POA) etc to helpdesk.evoting@cdslindia.com.

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

All grievances connected with the facility for voting by electronic means may be addressed to Sri Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

(xv) The Scrutiniser shall after the conclusion of the voting at the AGM, first count the votes casted during the AGM, thereafter unblock the votes casted through remote e-voting and make not later than 48 hours of conclusion of the AGM, Scrutiniser's Report to the Chairperson or a person authorised by him.

23. 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 August 2, 2020 and will also be intimated to Stock Exchanges after declaration of results.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THORUGH VC/OVAM ARE AS UNDER

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ Members login where the EVSN of the Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following procedure mentioned in the Notice. The facility of participating the AGM through VC/OAVM will be made available to members on first come first served basis.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting i.e. (on or before July 20, 2020) from their registered email id mentioning their name, demat account number/folio no, PAN, mobile no at sect@shriramcity.in. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning the their details at sect@shriramcity.in. These queries will be replied to by the Company suitably at the live session of the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board
**For Shriram City Union Finance Limited**

Place : Chennai
Date : June 11, 2020

**C R Dash**
Company Secretary

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