

Ref: D: STEC :16-17

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 28, 2016

As required under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below the details of the voting results of the Annual General Meeting (AGM) of the shareholders of the Company held on Thursday, July 28, 2016 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 opportunity to vote at the AGM by way of poll, which was conducted by Sri P Sriram, Practising Company Secretary, the Scrutiniser. We enclose the followings:

1. The details of voting results of remote e-voting and poll are attached in the prescribed format. **Annexure 1.**

2. The details of voting results of remote e-voting and physical postal ballot forms are attached in the prescribed format. **Annexure 2.**

3. Consolidated Report of the Scrutiniser for e-voting & Poll – AGM resolutions. **Annexure 3.**

4. Report of the Scrutiniser for e-voting & Physical voting on Postal Ballot resolution. **Annexure 4.**

Kindly take the same on records and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Shriram City Union Finance Limited,



C R Dash  
Company Secretary

**Shriram City Union Finance Limited**

Business Solution Centre, 144, Santhome High Road, Mylapore, Chennai – 600 004. Ph: +91 44 4392 5300, Fax: +91 44 4392 5430

Regd. Office: 123, Angappa Naicken Street, Chennai - 600 001. Ph : +91 44 2534 1431

E-mail : shriramcity@shriramcity.in Website : www.shriramcity.in

Corporate Identification Number (CIN) L65191TN1986PLC012840

ITEM NO. 1:	CREATION OF SECURITY IN RESPECT OF BORROWINGS							
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
Promoter and Promoter Group	E-Voting		22268877	100	22268877	-	100	-
	Poll	22268877	-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	22268877	22268877	100	22268877	-	100	-
Public Institutions	E-Voting		6038247	50.50	4888499	1149748	80.96	19.04
	Poll	11955817	-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	11955817	6038247	50.50	4888499	1149748	80.96	19.04
Public Non-Institutions	E-Voting		25844439	81.52	22747537	3096902	88.02	11.98
	Poll	31703033	-	-	-	-	-	-
	Postal Ballot(if applicable)		10080		9777	292	96.99	2.90
	Total	31703033	25854519	81.55	22757314	3097194	88.02	11.98
<b>Total</b>		65927727	54161643	82.15	49914690	4246942	92.16	7.84



**P Sriram & Associates**  
Practising Company Secretaries

**REPORT OF THE SCRUTINIZER ON THE EVOTING AND PHYSICAL POSTAL BALLOTS BY  
THE SHAREHOLDERS OF SHRIRAM CITY UNION FINANCE LIMITED PURSUANT TO  
SECTION 110 OF THE COMPANIES ACT, 2013**

To

THE CHAIRMAN  
SHRIRAM CITY UNION FINANCE LIMITED  
123,ANGAPPA NAICKEN STREET,  
Chennai- 600001

Dear Sir,

**SUB: PASSING OF RESOLUTION THROUGH POSTAL BALLOT - REG.**

Pursuant to the Resolution passed by the Board of Directors of Shriram City Union Finance Limited (" **Company**" / "**SCUF**") on 27<sup>th</sup> April, 2016, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolution as circulated in the Postal Ballot Notice dated 27<sup>th</sup> April, 2016 pursuant to Section 180(1) (a) read with Section 110 of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following item

**ITEM No: 1. CREATION OF SECURITY IN RESPECT OF BORROWING.**

To enable wider participation of shareholders, approval of the shareholders were sought by means of Postal Ballot either by voting through physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 108 of the Act and the Rules framed there under and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Accordingly, the company had made necessary arrangements with Central Depository Services (India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through e-voting and & also organised through Integrated Enterprises (India) Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" or "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evotingindia.com>

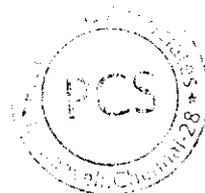
The company through its RTA uploaded the Resolution together with explanatory statement on which E-voting was sought from the shareholders and for generating E- Voting Event Number (EVEN) by the system provider and also hosted the same in the website of the company, <http://shriramcity.in> The Register of Members was made up, for the purpose of despatch of Postal Ballots to the shareholders on 17<sup>th</sup> June, 2016 (Cut- Off Date).

**FURTHER, I REPORT THAT:**

The postal Ballot Notice dated 27<sup>th</sup> April, 2016 were despatched to 3836 shareholders in physical form along with Self-addressed postage pre-paid Business Reply Envelope and also vide electronic mode by CDSL to 3096 shareholders to their email addresses registered with the Depository participant, as per the data downloaded from the National Securities Depository Services and Central Depository Services (India) Limited (CDSL) as on 17<sup>th</sup> June, 2016.

I have received the postal Ballot forms from the shareholders during the period starting from Monday 27<sup>th</sup> June, 2016 at 10 a.m. till Wednesday, 27<sup>th</sup> July, 2016 at 5 p.m. (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CDSL received upto 27<sup>th</sup> July, 2016, being the last date fixed by the company for receipt of the ballot forms & exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 104 Shareholders had exercised their vote through Electronic mode (E-voting) and 87 Shareholders had exercised their vote through Physical Postal Ballot. The voting was reckoned in proportion to a member's shares of voting rights on the paid up share capital of the Company.



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**RESULT OF THE POSTAL BALLOT:**

The Special Resolution set out in the Notice of the Postal Ballot requires not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report that the said **"SPECIAL RESOLUTION"** have been passed by the shareholders with the requisite majority. The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item No:1 is given hereunder

A handwritten signature in black ink, appearing to be the initials 'RZ' with a stylized flourish.

**Special Resolution 1: Creation of Security in respect of borrowing u/s 180(1) (a) of the Companies Act, 2013.**

Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
<b>Total Postal Ballot Forms Received by:</b>			
Electronic Mode	104	54151563	
Physical Mode	87	11099	
<b>Less: Invalid Postal Ballot forms *</b>	8	1030	
<b>NET VALID POSTAL BALLOT IN PHYSICAL &amp; ELECTRONIC MODE</b>	183	54161632	<b>100.00</b>
<b>Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION</b>			
In Electronic Mode	72	49904913	<b>92.14</b>
In Physical Mode	72	9777	<b>0.02</b>
<b>Total Postal Ballot with "ASSENT" in Physical &amp; Electronic Mode</b>	144	49914690	<b>92.16</b>
<b>Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION</b>			
In Electronic Mode	32	4246650	<b>7.84</b>
In Physical Mode	7	292	<b>0.00</b>
<b>Total Postal Ballot with "DISSENT" in Physical &amp; Electronic Mode</b>	0	4246942	<b>7.84</b>

**RESULT:** Total votes for Item No. 1 polled **FOR** SPECIAL RESOLUTION is 49,914,690 VOTES Constituting 92.16% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 4,246,942 VOTES Constituting 7.84%

Date: 28<sup>th</sup> July 2016  
Place: Chennai



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