

**SHRIRAM CITY UNION FINANCE LIMITED**

Regd. office: 123, Angappa Naicken Street, Chennai 600001

**NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

Notice is hereby given that the Twenty Second Annual General Meeting of the Shareholders of the Company will be held on Friday, the 1st August 2008 at 10.15 AM at Narada Gana Sabha (Mini Hall), No 314, ( Old No 254) T T K Road, Alwarpet, Chennai - 600 018 to transact the following business:

- 1) To receive, consider and adopt the Directors' Report, Profit and Loss Account for the year ended 31st March, 2008, the Balance Sheet as on that date and the report of the Auditors thereon.
- 2) a) To record the dividend paid on Preference Shares  
b) To record the interim dividend paid on Equity Shares  
c) To declare final dividend on Equity Shares
- 3) To elect a Director in the place of Sri Arun Duggal who retires by rotation and being eligible, offers himself for re- election.
- 4) To elect a Director in the place of Sri S Krishnamurthy, who retires by rotation and being eligible, offers himself for re-election.
- 5) To appoint Statutory Auditors for the year 2008-2009 and authorise the Board of Directors to fix their remuneration.

M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, retire at the conclusion of the Twenty Second Annual General Meeting and being eligible offer themselves for re-appointment.

- 6) To authorise the Board of Directors of the Company to appoint and fix the remuneration of any person qualified for appointment as Auditor of the Company under Section 226 of the Companies Act, 1956, for auditing the accounts of the branch offices of the Company for the year 2008-2009, in consultation with the Auditors of the Company.

**SPECIAL BUSINESS :**

- 7) To consider and if thought fit to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION.

RESOLVED THAT Sri Sunil Varma, who was co-opted by the Board as an Additional Director with

effect from 17th August, 2007 and who holds office upto the date of this Annual General Meeting and has offered himself for appointment be and is hereby appointed as a Director of the Company.

**By Order of the Board  
for SHRIRAM CITY UNION FINANCE LIMITED**

**Chennai  
16.06.2008**

**J RADHA KRISHNAN  
Company Secretary**

**NOTES :**

- 1) The explanatory statement as required under Section 173 (2) of the Companies Act, 1956 is annexed.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the Company. A blank proxy form is enclosed. The proxy form duly stamped and executed, should be deposited at the office of the Share Transfer Agents Integrated Enterprises (India) Ltd., 2nd Floor, Kences Towers, No.1, Ramakrishna Street, Off North Usman Road, T. Nagar, Chennai 600 017 at least forty eight hours before the time fixed for the commencement of the meeting.
- 3) The Register of Members / Beneficial Owners of the Company will remain closed on Thursday, the 31st July, 2008 and Friday, the 1st August, 2008 (both days inclusive) for the purposes of Annual General Meeting and to determine the Shareholders entitled to receive the final Dividend on Equity Shares.
- 4) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Share Transfer Agents quoting their Folio Numbers.

- 5) Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.
- 6) Pursuant to the provisions of Section 205A of the Companies Act, 1956 dividend for the financial years 2000-2001 and thereon which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial years as specified above are requested to make their claim to the Company's Secretarial office at 4th Floor, Mookambika Complex, No 4 , Lady Desika Road, Mylapore , Chennai 600 004 . It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.
- 7) The Company has already transferred, all unclaimed dividends declared upto and inclusive of the financial year ended 30th June 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government ) Rules, 1978. Those shareholders who have so far not claimed or collected their dividend upto the aforesaid financial years may claim their dividend from the Registrar of Companies, Haddows Road, Shastri Bhavan, Chennai 600 006.

Further, pursuant to the provisions of Section 205A of the Companies Act, 1956 amounts relating to dividend for the financial years ended 30th June 1995 to 30th June 1997 and 31st March, 2000 remaining unclaimed for a period of 7 years have been transferred to the Investor Education and Production Fund of the Central Government

**Particulars of Directors seeking re-election (Pursuant to clause 49 of the Listing Agreement)**

i)

Name of the Director	Sri Arun Duggal
Date of Birth	01.10.1946
Qualifications	Mech Engg. (IIT), MBA (IIM)
Experience in specific functional areas	Has rich experience in advising Companies in India and overseas in Financial Strategy, Mergers & Amalgamations and Capital raising areas.

List of other Companies in which Directorship held	<ol style="list-style-type: none"> <li>1. Blackstone Investment Co P Ltd</li> <li>2. Carzonrent (India) Pvt Ltd</li> <li>3. Dish TV India Ltd</li> <li>4. Fidelity Fund Management P Ltd</li> <li>5. Info Edge (India) Ltd</li> <li>6. International Asset Reconstruction Company Pvt Ltd</li> <li>7. Jubilant Energy N V</li> <li>8. Manipal AcuNova Ltd</li> <li>9. Mundra Port and Special Economic Zone Ltd</li> <li>10. Patni Computer Systems Ltd</li> <li>11. Petronet LNG Ltd</li> <li>12. Shriram EPC Ltd</li> <li>13. Shriram Properties Ltd</li> <li>14. Shriram Transport Finance Company Ltd</li> <li>15. Tanglewood Financial Advisors P Ltd</li> <li>16. The Bellwether Microfinance Fund</li> <li>17. Zuari Industries Ltd</li> </ol>
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	Member of Audit Committee of Zuari Industries Ltd , Chairman of Audit Committee of Patni Computer Systems Ltd, Chairman of Audit Committee of Petronet LNG Ltd , Member of Shareholder's Investors Grievance Committee of Petronet LNG Limited , Chairman of Audit Committee of Info Edge (India) Ltd and Member of Audit Committee of Dish TV India Limited
Shareholding	NIL

ii)

Name of the Director	Sri S Krishnamurthy
Date of Birth	22-03-1939
Qualifications	First class Graduate of the Madras University Master's Degree in Labour Management PG Diploma in Industrial Relations and Personnel Management and HRM Certified Associate of Indian Institute of Bankers Bachelor of General Law
Experience in specific functional areas	He has got Professional / Banking experience in Reserve Bank of India and Commercial Banks for more than 40 years in the following assignments. i) Secretary, Banking Service Recruitment Board for Public Sector Banks for about 5 years ii) General Manager (Vigilance and Inspection / Audit) in the Indian Overseas Bank, Central Office, Chennai for 5 years iii) Chief General Manager in Reserve Bank of India after erving different Departments in the Bank iv) Chairman and Chief Executive Officer, Tamilnad Mercantile Bank, Tuticorin for more than 5 years. v) Banking Ombudsman, Chennai for about 2 years
List of other Companies in which Directorship held	i) RBF Nidhi Limited ii) Kerala Ayurveda Ltd
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	Chairman of Audit Committee of Kerala Ayurveda Ltd
Shareholding	NIL

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

### **ITEM NO : 7**

Sri Sunil Varma, was appointed by the Board in accordance with the Articles of Association as an Additional Director with effect from 17th August 2007. As per the provisions of Section 260 of the Companies Act, 1956, Sri Sunil Varma holds office upto the date of the Twenty Second Annual General Meeting and is eligible for appointment. The Company has received notice under Section 257 of the Companies Act, 1956, in respect of Sri Sunil Varma, proposing his appointment as Director of the Company, along with the requisite deposit.

Keeping in view the experience and expertise of Sri Sunil Varma, his appointment as Director of the Company is recommended.

Except Sri Sunil Varma, no other Director is interested in the resolution.

Particulars of Directors seeking appointment (Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Sri Sunil Varma
Date of Birth	29-11-1943
Qualifications	B A, F C A, ACWA
Experience in specific functional areas	30 yrs Extensive consulting experience with Price Waterhouse Management Consultants and IBM consulting group, specializing in management and business process consulting
List of other Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	NIL
Shareholding	NIL

**By Order of the Board  
for SHRIRAM CITY UNION FINANCE LIMITED**

**Chennai  
16.06.2008**

**J RADHA KRISHNAN  
Company Secretary**