SHRIRAM CITY UNION FINANCE LIMITED
Regd. office: 123, Angappa Naicken Street, Chennai 600001

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

Notice is hereby given that the Twenty Third Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 30th July, 2009 at 11.00 A M 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, 2009, the Balance Sheet as on that date and the report of the Auditors thereon.

2) a) To record the dividend paid on Preference Share

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 S Venkatakrishnan who retires by rotation and being eligible, offers himself for re-election.

4) To elect a Director in the place of Sri Mukund Govind Diwan, who retires by rotation and being eligible, offers himself for re-election.

5) To appoint Statutory Auditors for the year 2009-2010 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 Third 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 2009 -2010, in consultation with the Auditors of the Company.

SPECIAL BUSINESS :

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

RESOLVED THAT in supersession of the resolution passed at the Extraordinary General Meeting held on 27th June, 2007 and pursuant to Section 293 (1) (d) of the Companies Act, 1956, the consent of the Company be and is hereby granted to the Board /Committee of directors of the Company to borrow for the purpose of the business of the Company from time to time on such terms and conditions as the Board / Committee of directors 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 Capital of the Company and its Free Reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts upto which the monies may be borrowed by the Board / Committee of directors shall not at any time exceed Rs. 10,000 Crores (Rupees Ten Thousand Crores).

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

RESOLVED THAT in supersession of the resolution passed at the Extraordinary General Meeting held on 27th June, 2007, consent of the Company be and is hereby accorded in terms of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors/Committee of directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board/Committee of directors may deem fit, the movable and /or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including financial/investment institution(s), bank(s), insurance Company(ies), corporate body (ies), trustees to secure the debentures, loan, hire purchase and/or Lease Portfolio

Management transactions for finance and other credit facilities upto a sum not exceeding Rs.15,000 Crores (Rupees Fifteen Thousand Crores).

RESOLVED FURTHER THAT the Board/Committee of directors be and is hereby authorised to finalise the form, extent and manner of, and the documents and deeds, whichever applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board/Committee of directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.

By Order of the Board
for SHRIRAM CITY UNION FINANCE LIMITED

Chennai
30.05.2009

ARUN DUGGAL
CHAIRMAN

NOTES :

1) 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.

2) The Register of Members / Beneficial Owners of the Company will remain closed from Wednesday, the 29th July, 2009 to Thursday, the 30th July, 2009 (both days inclusive) for the purposes of Annual General Meeting and to determine the Shareholders entitled to receive the final Dividend on Equity Shares.

3) 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.

4) 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.

5) Pursuant to the provisions of Section 205A of the Companies Act, 1956 dividend for the financial years 2001-2002 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 221, Royapettah High 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.

6) 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, 31st March, 2000 and 31st March, 2001 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 S Venkatakrishnan
Date of Birth	21.09.1929
Qualification	M A ., (Mathematics)
Experience in specific functional areas	He is an IA & AS Officer (Retd.,). He has served in Senior Finance, Audit & Accounts posts in Government Department and Public Undertakings.
Chairman/Member of the Committees of the Board of other Companies of which he is a Director	Chairman of Audit Committee and Member of Shareholders' / Investors' Grievance Committee of Galada Finance Ltd
Shareholding	Nil
List of other Companies in which Directorship held	1) Shriram Transport Finance Company Ltd 2) Shriram Industrial Holdings Pvt Ltd 3) Shriram Exports Pvt Ltd 4) Ranjani Enterprises Pvt Ltd 5) Hymavathi Enterprises Pvt Ltd 6) Bilahari Enterprises Pvt Ltd 7) Charukesi Investments Pvt Ltd 8) Galada Finance Ltd 9) Rambal Properties Pvt Ltd 10) Road Safety Club Pvt Ltd 11) Shriram Powergen Ltd 12) Shriram Housing Finance & Development Company Ltd 13) Novochem Laboratories Ltd 14) Madras Shoe Fabric Company Ltd 15) Shriram Credit Company Ltd 16) Shriram Trade Finance Company Ltd 17) Shriram Non Conventional Energy Ltd

(ii)

Name of the Director	Sri Mukund Govind Diwan
Date of Birth	14-11-1931
Qualification	M.Sc & Fellow of the Institution of Actuaries, London (FIA)
Experience in specific functional areas	He has got rich experience in Insurance Industry
List of other Companies in which Directorship held	1) VLS Finance Ltd 2) G M Breweries Ltd 3) Dwarikesh Sugar Industries Ltd 4) Marketing Research Corporation of India Ltd 5) Shriram Chits (Maharastra) Ltd 6) GDA Trustee & Consultancy Ltd 7) Deepajyoti Insurance Consultancy and Services Pvt Ltd 8) Indian Institute of Public Opinion Pvt Ltd 9) DS Actuarial Education Services Pvt Ltd
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	Chairman of Audit Committee in Dwarikesh Sugar Industries Ltd, Member of Investors Grievance Committee in Dwarikesh Sugar Industries Ltd, Member of Audit Committee in G M Breweries Ltd.
Shareholding	NIL

By Order of the Board
for SHRIRAM CITY UNION FINANCE LIMITED

Chennai
30.05.2009

ARUN DUGGAL
CHAIRMAN

ANNEXURE TO NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No. 7

At the Extraordinary General Meeting held on 27.6.2007 the Board of Directors were authorised under Section 293 (1) (d) of the Companies Act, 1956, to borrow upto a limit of Rs.4000 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.

In view of the steady growth in business, the mobilisation of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to Rs.10,000 Crores apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors of the Company are in any way, concerned or interested in the proposed resolution.

Item No. 8

Section 293 (1) (a) of the Companies Act, 1956 provides that the Board / Committee of directors of a Public Company shall not, except with the consent of the Company in the General Meeting, mortgage the Company's movable and / or immovable properties in favour of lenders. The Company has to increase resources for its working capital requirements. Consequently, the Company would be resorting to borrowings from time to time for the purpose of its business by way of loans, Debentures, Bonds, Hypothecation Loans and/other financial assistance from various financial/investment institution(s), bank(s), insurance Company(ies), Corporate Body(ies) and other persons / investors apart from working Capital facilities from Banks in the ordinary course of business. This in turn necessitates the enhanced creation of security by suitable mortgages and/or charges on all or some of the movable and/or immovable properties of the Company, both present and future in favour of the lenders/ trustees. The proposed resolution seeks to authorise the Board/Committee of directors to mortgage and/or charge the properties to secure loans,Debentures, Bonds, Hypothecation Loans and such transactions for finance and other credit facilities upto Rs.15,000 Crores (previous limit Rs 6000 Crores)

None of the Directors of the Company are in any way, concerned or interested in the proposed resolution.

By Order of the Board
for SHRIRAM CITY UNION FINANCE LIMITED

Chennai
30.05.2009

ARUN DUGGAL
CHAIRMAN

ANNEXURE TO NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No. 7

At the Extraordinary General Meeting held on 27.8.2007 the Board of Directors were authorised under Section 293 (1) (d) of the Companies Act, 1956, to borrow upto a limit of Rs.1000 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.

In view of the steady growth in business, the mobilisation of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to Rs.10,000 Crores apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors of the Company are in any way, concerned or interested in the proposed resolution.

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None of the Directors of the Company are in any way, concerned or interested in the proposed resolution.

By Order of the Board
for SHRIRAM CITY UNION FINANCE LIMITED

Chennai
20.08.2009

ARUN DUGGAL
CHAIRMAN