

## **SHRIRAM CITY UNION FINANCE LIMITED**

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

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### **NOTICE OF THE TWENTYFOURTH ANNUAL GENERAL MEETING OF THE MEMBERS**

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of Shriram City Union Finance Limited will be held on Friday, the 30<sup>th</sup> July, 2010 at 11.00 A M at Narada Gana Sabha ('Mini Hall'), No.314, T T K Road, Alwarpet, Chennai 600 018 to transact the following business:

#### **ORDINARY BUSINESS :**

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2010 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- 2) a) To record the interim dividend paid on Equity Shares for the financial year ended 31<sup>st</sup> March, 2010  
b) To declare final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2010
- 3) To appoint a Director in the place of Sri S Krishnamurthy who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in the place of Sri Sunil Varma, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, as Auditors of the Company to hold such office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed by the Board of Directors of the Company and the said Auditors.
- 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 2010 -2011, 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 G S Sundararajan, who was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> December, 2009 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 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 257 of the Companies Act, 1956 proposing the candidature of Sri G S Sundararajan for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

RESOLVED THAT in accordance with the provisions of Section 269,309 Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, and any other provisions, Sri R Kannan, be and is hereby reappointed as the Managing Director of the Company for a period of three years with effect from 15<sup>th</sup> September 2010 and shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board .

RESOLVED FURTHER THAT Sri R Kannan shall act as Managing Director of the Company without drawing any remuneration from the Company as consented by him.

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

**Chennai**  
**21.05.2010**

**C R DASH**  
Company Secretary

## NOTES :

- 1) The explanatory statement as required under Section 173 (2) of the Companies Act, 1956 is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint 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 not less than forty eight hours before the time fixed for the commencement of the meeting.
- 3) The Register of Members / Beneficial Owners of the Company and Share Transfer Book will remain closed from Friday, the 23<sup>rd</sup> July, 2010 to Friday, the 30<sup>th</sup> July, 2010 (both days inclusive).
- 4) The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting , will be made on or after 3<sup>rd</sup> August, 2010 as under :
  - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of the day on July 22,2010 and
  - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 22,2010.
- 5) Members holding shares in physical form are advised to furnish, on or before July 22,2010 particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants /physical instruments.

In respect of cases, where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants / payment instruments .
- 6) Brief profiles of the Directors who retire by rotation and are eligible for re-appointment as Directors at the ensuing Annual General Meeting are furnished in the Corporate Governance Section, which forms part of Annual Report.
- 7) Members/Proxy holders are requested to produce at the entrance, the attached attendance slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
- 8) Pursuant to the provisions of Section 205A of the Companies Act, 1956 dividend for the financial year 2002-2003 (final) and thereafter 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 specified above are requested to make

their claim to the Company's Secretarial office at No 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.

- 9) 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 30<sup>th</sup> June 1995 to 30<sup>th</sup> June 1997 and 31<sup>st</sup> March, 2000, 31<sup>st</sup> March 2001, 31<sup>st</sup> March, 2002 and 31<sup>st</sup> March, 2003 (interim) remaining unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Production Fund of the Central Government

- 10) As per the provisions of the Companies Act, 1956 facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Share Transfer Agents of the Company. The shareholders holding shares in dematerialised form may approach their respective Depository Participants to avail and/ or effect any change to the nomination facility.
- 11) Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Secretarial Office of the Company at No 221, Royapettah High Road, Mylapore, Chennai 600 004 , at least 15 days in advance, so as to keep the information ready at the meeting.
- 12) Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio so as to enable us to serve them in a better, most efficient and effective manner.
- 13) 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.
- 14) The following Register / Certificate will be available for inspection by the members at the AGM.

The Register of Directors' shareholding , maintained under Section 307 of the Companies Act, 1956

- 15) MEMBERS MAY PLEASE NOTE THAT NO GIFTS/ GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING .

## ANNEXURE TO NOTICE

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

#### ITEM NO : 7

Sri G S Sundararajan, was appointed by the Board in accordance with the Articles of Association as an Additional Director with effect from 31<sup>st</sup> December, 2009. As per the provisions of Section 260 of the Companies Act, 1956, Sri G S Sundararajan holds office upto the date of the Twenty Fourth 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 G S Sundararajan, proposing his appointment as Director of the Company, along with the requisite deposit.

Keeping in view the experience and expertise of Sri G S Sundararajan, his appointment as Director of the Company is recommended.

None of the Directors, except Sri G S Sundararajan, is interested or concerned in the proposed resolution. The Board of Directors commend passing of the resolution set out in Item No. 7 of the accompanying notice.

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| Name of the Director   | Sri G S Sundararajan  |
| Date of Birth  | 29-05-1960  |
| Qualifications   | B E, M B A  |
| Experience in specific functional areas  | With over 15 years of work experience and financial services, Sri G S Sundararajan, has an impeccable track record of successful design and execution of appropriate Business Models in SME and the underserved sectors of the large Indian economy. He has also served as the Managing Director and Head of Citibank's SME and Asset based finance business in India. He has also served as the CEO and Managing Director of Fullerton India Credit Company Ltd. |
| List of other Companies in which Directorship held   | i) Shriram Capital Ltd<br>ii) Shriram Credit Company Ltd<br>iii) Shriram General Insurance Company Ltd<br>iv) Shriram Life Insurance Company Ltd<br>v) Vistaar Livelihoods Finance Company Ltd  |
| Chairman/ Member of the Committees of the Board of other Companies in which he is a Director | NIL   |
| Shareholding   | NIL   |

**ITEM NO. 8 :**

The term of Sri R Kannan as a Managing Director will expire on 14<sup>th</sup> September, 2010. Sri R Kannan has been instrumental in the progress of the Company. It is felt that his continued service as a Managing Director would be beneficial for the Company. Accordingly, Remuneration and Compensation Committee as well as the Board of Directors have recommended Sri R Kannan's re-appointment for a further term of three years commencing from 15<sup>th</sup> September, 2010 subject to the approval of the shareholders .

None of the Directors, except Sri R Kannan , is interested in the resolution.

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| Name of the Director   | Sri R Kannan   |
| Date of Birth  | 15-8-1944  |
| Qualifications   | B A  |
| Experience in specific functional areas  | Having rich experience in Banking Sector, Chit Business and Financial Services   |
| List of other Companies in which Directorship held   | i) Yesesswani Properties Pvt Ltd<br>ii) Shriram Enterprenurial Ventures Ltd<br>iii) Shriram Properties & Constructions (Chennai) Ltd<br>iv) Shriram Permanent Fund Ltd |
| Chairman/ Member of the Committees of the Board of other Companies in which he is a Director | NIL  |
| Shareholding   | NIL  |

The Board of Directors commend passing of the resolution set out in Item No 8 of the accompanying Notice.

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

Chennai  
21.05.2010

**C R DASH**  
Company Secretary