

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of Shriram City Union Finance Limited (the Company) will be held on Thursday, July 25, 2013 at 10.00 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 March 31, 2013 and the statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2013.
3. To appoint a Director in the place of Smt. Lakshmi Pranesh who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in the place of Sri S Krishnamurthy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, (Firm Registration Number: 309015E) 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 and out of pocket expenses as may be mutually agreed by the Board of Directors of the Company and the said Auditors.

SPECIAL BUSINESS :

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

"RESOLVED THAT Sri Vipen Kapur, who was appointed as an Additional Director of the Company with effect from November 1, 2012 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 Vipen Kapur for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Company do file necessary e-forms with the Registrar of Companies, Tamil Nadu duly signed by the Managing Director or any Director or Company Secretary in this regard."

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

"RESOLVED THAT Sri Pranab Prakash Pattanayak, who was appointed as an Additional Director of the Company with effect from October 31, 2012 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 Pranab Prakash Pattanayak for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Company do file necessary e-forms with the Registrar of Companies, Tamil Nadu duly signed by the Managing Director or any Director or Company Secretary in this regard."

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

Place: Chennai

Date : May 20, 2013

CRDASH

Company Secretary

NOTES :

- 1) The explanatory statement as required under Section 173 (2) of the Companies Act, 1956 in respect of item no. 6 and 7 is annexed hereto.
- 2) Brief profiles of the Directors who retire by rotation and are eligible for re-appointment as Directors at the ensuing AGM are furnished in the Corporate Governance Section, which forms part of Annual Report.
- 3) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy/(ies) 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 AGM.
- 4) The Register of Members / Beneficial Owners of the Company and Share Transfer Book will remain closed from Friday, July 19, 2013 to Thursday, July 25, 2013 (both days inclusive)
- 5) Subject to the provisions of Section 206A of the Companies Act, 1956, the payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after July 29, 2013 as under :
 - a) to all those beneficial owners holding shares in dematerialised 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 17, 2013 and
 - b) to all those Members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 17, 2013.

- 6) Members holding shares in physical form are advised to update the change in particulars of their bank account by sending necessary information to the Registrar and Share Transfer Agent (RTA) of the Company on or before July 17, 2013 if not done already as dividend shall be paid/credited to the updated bank particulars available with the RTA by the above said date .

Members holding shares in dematerialised form are advised to update the particulars of their bank accounts with their depository participants on or before July 17, 2013 as the same will be considered by the Company for payment of dividend. Dividend shall be paid by NECS, NEFT, dividend warrant/instrument as the case may be.

- 7) Members/Proxy holders should bring duly filled attendance slips sent herewith to attend the meeting.
- 8) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) Section 205A of the Companies Act, 1956 mandates transfer of dividend which remain unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) for the years 2005-06 and thereafter so far are requested to make their claim to the Company's Secretarial office or to the Company's RTA at Chennai. No claim shall lie against the Company after transfer of unclaimed dividend to IEPF.
- 10) The Company has already transferred, all unclaimed dividends declared upto March 31, 2006 (interim) to the General Revenue Account of the Central Government or to IEPF as the case may be.
- 11) 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. Duly filled in nomination forms can be submitted to the RTA of the Company by the members holding shares in physical form. The shareholders holding shares in dematerialised form may approach their respective Depository Participants to avail and/ or effect any change to the nomination facility.
- 12) Shareholders seeking any information with regard to accounts are requested to write to the undersigned at Secretarial Office of the Company at No 144, Santhome High Road, Mylapore, Chennai 600 004, at least 15 days in advance, so as to keep the information ready at the meeting.
- 13) 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.
- 14) SEBI has made it mandatory for every participant in the securities /capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the RTA of the Company. Shareholders holding shares in dematerialised form are requested to submit details of PAN along with a photocopy of both sides of the PAN card duly attested to their Depository Participant.
- 15) Members are requested to notify change in address, if any, in case of shares held in dematerialised form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the RTA quoting their Folio Numbers.

- 16) The Register of Director's Shareholding, Register of Contracts, Register of Directors maintained under Section 307, 301 and 303 of the Companies Act, 1956 and also the Register of Members as maintained by RTA will be available for inspection by the Members at the AGM.
- 17) The Annual Report of the Company circulated to the members shall be displayed on the web site of the Company at www.shriramcity.in.

Important Communique to Members - Green Initiative in the Corporate Governance

The Ministry of Corporate Affairs (MCA) as a step towards green initiative has allowed Companies the service of all documents including Annual Reports by e-mail as a sufficient compliance. Your Company believes that this a remarkable initiative by MCA and requests all members to support this noble cause.

The Company has started sending documents including Annual Reports in electronic form to the Members on their email address provided by them to the Company/Share Transfer Agent/Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/RTA. Members holding shares in dematerialised form are requested to intimate/update their e-mail address with their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

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

ITEM NO : 6

Sri Vipen Kapur, was appointed by the Board in accordance with the Articles of Association as an Additional Director with effect from November 1, 2012. As per the provisions of Section 260 of the Companies Act, 1956, Sri Vipen Kapur holds office upto the date of the Twenty Seventh 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 Vipen Kapur, proposing his appointment as Director of the Company, along with the requisite deposit.

None of the Directors, except Sri Vipen Kapur, is interested or concerned in the proposed resolution. Keeping in view the experience and expertise of Sri Vipen Kapur, his appointment as Director of the Company is recommended by the Board of Directors and commend passing of the resolution set out in Item No. 6 of the accompanying notice.

Name of the Director	Sri Vipen Kapur
Date of Birth	February 11, 1946
Qualifications	B.Com., Associate of the Institute of Bankers
Experience in specific functional areas	<p>He has wide experience in the International Banking. He served in Grindlays Bank (now Standard Chartered Bank) with specializations in Corporate Banking and Finance. He was Vice President and Head of the New Delhi Branch of Bank of America and gained experience in dealing with large Indian and multinational borrowers. He served two Middle East banks including an affiliate of Chase Manhattan Bank (now JP Morgan Chase) in Corporate Banking and Syndications.</p> <p>Mr. Vipen Kapur was the COO at Al Rushaid Group, overseeing various joint ventures, real estate operations, trading activities and international investments. He also served with the Sinar Mas Group of Indonesia as Group Managing Director. He was the President and CEO of New Quest Corporation Pvt. Ltd., the parent company of the Ballarpur Group and was responsible for business rationalization and new ventures.</p>
List of other Companies in which Directorship held	Golden Agri Resources (India) Pvt. Ltd. - Managing Director
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	NIL
Shareholding in the Company	NIL

Item No. 7 :

Sri Pranab Prakash Pattanayak, was appointed by the Board in accordance with the Articles of Association as an Additional Director with effect from October 31, 2012. As per the provisions of Section 260 of the Companies Act, 1956, Sri Pranab Prakash Pattanayak holds office upto the date of the Twenty Seventh 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 Pranab Prakash Pattanayak, proposing his appointment as Director of the Company, along with the requisite deposit. None of the Directors, except Sri Pranab Prakash Pattanayak, 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.

Name of the Director	Sri Pranab Prakash Pattanayak
Date of Birth	January 7, 1949
Qualifications	B.A. (Hons.) in Economics, M.A. in Economics and CAIIB PT-I
Experience in specific functional areas	<p>He has 37 years of experience in Banking and Financial services sector. He retired from State Bank of Mysore as it's , Managing Director. He had also held the office of the Managing Director of State Bank of Travancore. He served as the Dy Managing Director and Chief Credit Officer of State Bank of India. During his thirty seven years of service in five banks of the State Bank group, he held senior management positions, both in India and abroad, in areas like commercial banking, project finance, international banking, funds & treasury operations. He was also the Dy. M.D. and head of SBI Global IT Centre, Belapur.</p> <p>During his tenure at State Bank of India, Singapore, as Manager Credit and operations, he had handled the bank's funding operations, forex settlements, asset liability management, trade finance and regulatory compliance.</p> <p>He served as Director of SBI Factors Ltd., SBI DFHI Ltd., and C- Edge Technologies Ltd.</p>
List of other Companies in which Directorship held	India Infoline Asset Management Company Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	India Infoline Asset Management Company Limited - Audit Committee (Member) and Remuneration and Compensation Committee (Member) CARE - Member of the Rating Committee
Shareholding in the Company	NIL

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

Place: Chennai

Date : May 20, 2013

CRDASH

Company Secretary

27th ANNUAL GENERAL MEETING
ATTENDANCE SLIP

Name and Address of the Member :

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company to be held on Thursday, July 25, 2013 at Narada Gana Sabha ('Mini Hall'), No 314, TTK Road, Alwarpet, Chennai - 600 018 at 10.00 a.m

Name of the Member / Proxy *

Signature of the Member / proxy*

* Strike out whichever is not applicable

Please complete and sign this attendance slip and hand it over the entrance of the meeting hall. Only Member(s) or their proxies with this attendance slip will be allowed entry to the Meeting. Duplicate slips will not be issued at the entrance.

TEAR HERE

PROXY FORM

Regd. Folio No./D.P. Client I.D.No. of Shares held
I/Weresiding at
.....being a member/members of SHRIRAM CITY UNION FINANCE LIMITED
hereby appoint of or failing him/her
..... of as my/our Proxy to attend and vote for me/us on my/our behalf at the
27th Annual General Meeting fo the Company to be held at Narada Gana Sabha (Mini Hall), No.314, TTK Road,
Alwarpet, Chennai - 600018 at 10.00 a.m on Thursday, July 25, 2013 and at any adjournment thereof.

Signed day of 2013.

Affix Revenue Stamp

- Notes :**
1. The Proxy Form should be signed across the stamp as per the specimen signatures registered with the Company
 2. The Proxy Form duly completed must be deposited at the Office of the Share Transfer Agents of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
 3. The proxy need not be a member of the Company.