

SHRIRAM CITY UNION FINANCE LIMITED

CIN: L65191TN1986PLC012840

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**NOTICE OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS**

Notice is hereby given to the members of Shriram City Union Finance Limited, Corporate Identification Number - L65191TN1986PLC012840 ("Company") that Thirty Sixth Annual General Meeting ("AGM") of the members of the Company will be held on Friday, July 22, 2022 at 10 a.m Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at Chennai to transact the following business.

ORDINARY BUSINESS:**Item no - 1: Adoption of standalone financial statements**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon be and are hereby considered and adopted."

Item no - 2: Adoption of consolidated financial statements

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon.

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors be and are hereby considered and adopted."

Item no-3 : Declaration of dividend

- (i) To confirm the payment of interim dividend (first and second) @ ₹ 10 and ₹ 27 respectively per equity per share of ₹ 10 each of the Company and paid during the financial year ended March 31, 2022.

"RESOLVED THAT the Members of the Company record and confirm payment of Interim Dividend (first) of ₹ 10 (Rupees ten only) per equity share of face value of ₹ 10 each aggregating to an amount of ₹ 66,15,81,390/- (Rupees Sixty six crores fifteen lakhs eighty one thousand three hundred ninety only) subject to deduction of tax at source, as applicable for the financial year ended March 31, 2022 paid on November 24, 2021 .

"RESOLVED THAT the Members of the Company record and confirm payment of Interim Dividend (second) of ₹ 27 (Rupees twenty seven only) per equity share of face value of ₹ 10 each aggregating to an amount of and ₹ 1,79,82,48,195/- (Rupees One hundred seventy nine crores eighty two lakhs forty eight thousand one hundred ninety five only) subject to deduction of tax at source, as applicable for the financial year ended March 31, 2022 paid on March 25, 2022."

Item no-4 : Retirement of Director by rotation

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

To appoint a Director in place of Sri Ignatius Michel Viljoen (holding Director Identification Number 08452443) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible seeks re-appointment.

"RESOLVED THAT the approval of members of the Company be and hereby accorded, pursuant to Section 152 and other applicable provisions of Companies Act, 2013 to the re-appointment of Sri Ignatius Michael Viljoen (holding Director Identification Number 08452443) as a Director of the Company liable to retire by rotation."

Item no - 5 : Remuneration of joint Auditors

To fix remuneration of joint Auditors of the Company and in this regard to pass the following resolutions as Ordinary Resolution.

- i. **"RESOLVED THAT** pursuant to section 139, 141, 142 and applicable sections of the Companies Act, 2013 ("Act"), Companies (Audit and Auditors) Rules, 2014 and other applicable rules, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines/directions/circulars of RBI including any statutory modification(s) or enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit and Risk Management Committee ("ARMC") and the Board of Directors of the Company ("Board"), the Members of the Company ("Members") approve the continuity of term of M/s R Subramanian & Company LLP, Chartered Accountants Firm Registration Number 004137S/S200041 ("RS"),

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Chennai who have expressed their willingness, and have confirmed their eligibility and independence to continue as joint statutory auditors of the Company from the conclusion of the 36th Annual General Meeting of the Company ("AGM") till next AGM of the Company **AND** the members fix the remuneration of RS as ₹ 27.50 Lakhs or such other amount on pro-rata basis (excluding the reimbursement of expenses incurred in connection with audit work, fees for other assignments and applicable taxes) for the financial year 2022-23 and such remuneration may be paid on progressive basis as fixed by the Board /ARMC/Director, Chief Financial Officer in consultation with RS **AND** the Members authorise any director/CFO/Company Secretary to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution."

- ii. **"RESOLVED THAT** pursuant to section 139, 141, 142 and applicable sections of the Companies Act, 2013 ("Act"), Companies (Audit and Auditors) Rules, 2014 and other applicable rules, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines/directions/circulars of RBI including any statutory modification(s) or enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit and Risk Management Committee ("ARMC") and the Board of Directors of the Company ("Board"), the Members of the Company ("Members") approve the continuity of term of M/s Abarna and Ananthan, Chartered Accountants Firm Registration Number 000003S ("A&A"), Bengaluru ("A&A"), who have expressed their willingness, and have confirmed their eligibility and independence to continue as joint statutory auditors of the Company from the conclusion of the 36th Annual General Meeting of the Company ("AGM") till next AGM of the Company **AND** the members fix the remuneration of A&A as ₹ 27.50 Lakhs or such other amount on pro-rata basis (excluding the reimbursement of expenses incurred in connection with audit work, fees for other assignments and applicable taxes) for the financial year 2022-23 and such remuneration may be paid on progressive basis as fixed by the Board /ARMC/Director, Chief Financial Officer in consultation with A&A **AND** the Members authorise any director/CFO/Company Secretary to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution."

SPECIAL BUSINESS

Item no - 6 : Appointment of Sri Umesh G Revankar (Director Identification Number - 00141189) as Non Executive and Non Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161, 178 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Sri Umesh G Revankar (Director Identification Number - 00141189), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 14, 2021 to hold office only upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Act, who is eligible for appointment and has given consent to act as a Director (Non Executive and Non Independent) and as recommended by the Nomination and Remuneration Committee and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as Director (Non Executive and Non Independent) of the Company liable to retire by rotation."

Item no -7: Borrowing Powers of the Board

To consider and if thought fit, to pass the following resolutions as SPECIAL RESOLUTION(S).

"RESOLVED THAT in supersession of the special resolutions passed at the thirty fifth Annual General Meeting of the Company held on July 29, 2021 and pursuant to Section 180 (1) (c), 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant Rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) applicable regulations of Securities and Exchange Board of India, Reserve Bank of India and any other applicable regulations, if any, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any duly authorised Committee thereof, which the Board may have constituted or hereinafter constitute from time to time by

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whatever name called to exercise its power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum(s) of money(s), long term or short term, fund based or non-fund based, in Indian Rupee or in any foreign currency, unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties for and on behalf of the Company by way of loan(s), financial assistance(s), commercial paper(s), senior note(s), rupee denominated bonds, off shore markets, issuance of bond(s) in whatever name called from bank(s), banking company(ies), financial institution(s), body(ies) corporate(s), person(s) **AND** by way of invitation, offer, issue and allotment of redeemable non convertible debenture(s), market linked debentures, subordinated debt(s), security(ies), debt security(ies), bond(s), any paper(s) convertible or non convertible or partly convertible at premium or at discount, in one or more on private placement basis as well as public issue from any or all the Entity(ies) [the term "Entity" shall be deemed to include, individuals, persons, Banks, Institutional Investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), Qualified Institutional Buyers ("QIBs"), Financial Institutions ("FIs"), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies, Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals ("NRIs"), High Net worth Individuals ("HNIs"), Hindu Undivided Families ("HUFs"), Shareholders, Members, Employees, Director(s)/Key Managerial Personnel(s) ("KMP"), Relation(s) of Director(s)/ KMP(s), Related Party(ies) any person/institution as the Board may decide from time to time] separately or any combination thereof by any permissible methods as the Board may decide including but not limited to shelf prospectus, prospectus, information memorandum, shelf placement memorandum

(SPM), tranche placement memorandum, addendum(s) to SPM document, offer document, any other document or otherwise **AND** by way of acceptance of deposits/loans from any or all of the Entity(ies) referred above, any combination thereof **AND** by way of any other permissible instruments or methods of borrowings on such terms and conditions as the Board 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 share capital, free reserves and securities premium of the Company so that the total amount outstanding at any point of time shall not exceed ₹ 40,000 crores (Rupees forty thousand crores).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content, extent and manner of documents and deeds, whichever applicable and execute all deeds, documents, instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities referred in aforesaid resolution and for reserving the aforesaid right.

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : May 20, 2022

C R Dash
Company Secretary

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Annexure

Information required under Regulation 36 (3) of the LODR & SS2

Name of the Director	Sri Ignatius Michael Viljoen	Sri Umesh G Revankar
Nationality	South African	Indian
Qualifications	Master's degree in Economics with distinction from the University of the Free State, South Africa	Bachelor's degree in Business Management from Mangalore University and a Master of Business Administration in Finance.
Date of Birth/ Age	January 14, 1973/49 yrs	October 27, 1964/57 yrs
DIN	08452443	00141189
Date of first appointment on the Board of Directors	July 29, 2019	December 14, 2021
Nature of Expertise in specific functional areas	Financial, Regulatory affairs, Business analysis, Investor Servicing and Risk Management	Financial, Regulatory affairs, Technology, Risk Management, Planning, Human Resource Management/Leadership
Directorship held in other Companies	<ol style="list-style-type: none"> Sanlam Credit Fund Advisor (Pty) Limited Shriram Transport Finance Company Limited African Life Holdings Limited African Life Financial Services Zambia Limited African Life Properties Limited 6.Botswana Insurance Fund Management Limited Letshego Holdings Limited 	<ol style="list-style-type: none"> Shriram Transport Finance Company Limited Shriram Capital Limited Shriram Credit Company Limited Shriram General Insurance Company Limited Shriram Automall India Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	-	<ol style="list-style-type: none"> Member – Stakeholders Relationship Committee – Shriram Transport finance Company Limited Member – Audit Committee – Shriram Capital Limited Member – Audit Committee – Shriram Credit Company Limited Member – Audit Committee - Shriram Automall Limited
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	There is no inter-se relationship between Sri Ignatius Michael Viljoen and the directors on the Board of Directors of the Company and Key Managerial Personnel	There is no inter-se relationship between Sri Umesh G Revankar and the directors on the Board of Directors of the Company and Key Managerial Personnel
Terms and conditions of re-appointment	Sri Ignatius Michael Viljoen is liable to retire by rotation	Sri Umesh G Revankar is liable to retire by rotation
Number of Meetings attended	5 out of 7 meetings held during 2021-2022	1 out of 2 meetings held during 2021-2022 from the date of his appointment
Shareholding in the Company	Nil	Nil
Remuneration Paid during 2021-22 (₹ in Lakhs)	Not Applicable	Not Applicable
Remuneration payable (₹ in Lakhs)	Not Applicable	Not Applicable

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Item No 5

In compliance with the aforesaid RBI Guidelines, the previous joint Statutory Auditors of the Company M/s G D Apte & Co, Chartered Accountants vide their letter dated July 29, 2021 had communicated to the Company their inability to continue to hold office as Statutory Auditors of the Company as they had already completed the tenure of 4 years on the date of coming into effect the RBI Guidelines and had communicated their intention to resign as the Statutory Auditors of the Company on conclusion of Extraordinary general Meeting ("EGM") held by the Company on September 8, 2021 in compliance with the RBI Guidelines.

The Audit and Risk Management Committee Meeting and Board at their respective meetings held on July 29, 2021 had passed resolution(s) recommending to the Members of the Company for approval of the appointment of M/s R Subramanian & Company LLP, Chartered Accountants Firm

Registration Number 004137S/ S200041 ("RS"), Chennai and M/s Abarna and Ananthan, Chartered Accountants Firm Registration Number 000003S ("A&A"), Bengaluru as new joint Statutory Auditors of the Company.

Accordingly and pursuant to Section 139 (8) (i) of the Act, the Members of the Company appointed R S & A&A at the Extraordinary General Meeting held on September 8, 2021 to hold office from the conclusion of EGM till the conclusion of 36th AGM of the Company to conduct the audit of accounts of the Company for the financial year 2021-22.

RS & A&A have confirmed that they continue to be eligible for appointment as joint Statutory Auditors till next AGM. The Audit and Risk Management Committee and the Board of Directors in their respective meetings held on April 29, 2022 have recommended to the Members that RS & A&A can continue as joint Statutory Auditors of the Company from the conclusion of 36th AGM till next AGM of the Company.

Disclosure under Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Audit fees proposed to be paid to Joint Statutory auditors for the financial year ending March 31, 2023	Name of joint Statutory Auditors	Remuneration as mentioned in the item no 2 above (Amount in Rupees)
	M/s R Subramanian & Company LLP	27,50,000
	M/s Abarna & Ananthan	27,50,000
Terms of appointment	From the conclusion of 36th AGM till the conclusion of next AGM of the Company to conduct the audit of accounts of the Company for the Financial Year 2022-23	
Material change in fee payable to the proposed joint Statutory Auditors for the financial year 2022-23	There is no material change in fee to be paid to the incoming joint Statutory Auditors proposed to be appointed through the ordinary resolution as set out at Item No. 5 of the Notice of this AGM.	
Basis of recommendation and auditor credentials.	The recommendations made by the Audit and Risk Management Committee and the Board of Directors of the Company are in compliance with the RBI guidelines and in fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and the applicable rules made under the Act with regard to the full time partners, statutory audit experience of NBFCs, capability, assessment of independence, etc.	
Brief Profile of the Proposed Joint Statutory Auditors	<p>M/s R Subramanian & Company LLP, Chartered Accountant (ICAI Firm Registration No 004137S/ S200041) established in 1974 with around five decades of audit, tax, valuation, and transaction advisory experience with headquarter in Chennai, India and offices in Bangalore, Mumbai, Delhi and Hyderabad. They have 17 partners. The firm has a valid peer review certificate</p> <p>M/s Abarna & Ananthan, Chartered Accountant (ICAI Firm Registration No 000003S) with close to 30 years of experience Audit, taxation and advisory services to clients throughout India. A & A have head office at Bangalore and Branch Office in Chennai. They possesses abundant experience in Banking and Financial Services Industry. The firm has a valid peer review certificate</p>	

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None of the Directors, Key Managerial Personnel of the Company or their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company, if any. The Audit and Risk Management Committee and Board have recommended passing of this resolution.

Item No 6

Sri Umesh G Revankar (DIN-00141189), was appointed as an Additional Director (Non Executive and Non Independent) by the Board in accordance with the Articles of Association under Section 161 of the Act with effect from December 14, 2021. As per Section 161 of the Act, Sri Umesh G Revankar holds office upto the date of the Thirty sixth AGM. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, his eligibility and consent to act as a Director, appointed Sri Umesh G Revankar (DIN – 00141189) as a Director (Non Executive and Non Independent) with effect from December 14, 2021. The Company has received requisite notice in writing from a member under Section 160 of the Act signifying the candidature of Sri Umesh G Revankar to be appointed as a Non-Executive and Non Independent Director liable to retire by rotation. Sri Umesh G Revankar has consented to and declared as qualified for such appointment, if made. He meets the criteria as mentioned in the Policy for Appointment Remuneration and Diversity of board and the regulations of RBI including fit and proper criteria for directorship as prescribed under Master Direction - Non-Banking Financial Company - Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Sri Umesh G Revankar possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in this AGM has accorded its consent, to appoint Sri Umesh G Revankar as a Non-Executive and Non Independent Director liable to retire by rotation.

The profile and other directorships of Sri Umesh G Revankar are as under.

Sri. Umesh Govind Revankar holds a bachelor's degree in business management from Mangalore University and a master of business administration (MBA) in finance. He attended the Advanced Management Program at Harvard Business School. Sri Revankar started his career with the Shriram group as an executive trainee in 1987. He has been associated with the Shriram group for the last 33 years and has extensive experience in the financial services industry.

He holds directorships in 1.Shriram Transport Finance Company Limited,2.Shriram Capital Limited 3.Shriram Credit Company Limited,4.Shriram General Insurance Company Limited and 5.Shriram Automall India Limited. His Chairmanship/ Membership of the Committees of other Companies in which he is a Director are Member. 1. Shriram Transport Finance Company Limited - Chairman - Corporate Social Responsibility Committee, Asset Liability Management Committee, Risk Management Committee, Allotment Committee (NCDs), Securities Transfer Committee, Investment Review Committee and Banking & Finance Committee; Member - Stakeholders' Relationship Committee, IT Strategy Committee and ESG Committee. 2. Shriram Capital Limited - Member - Audit Committee and Asset Liability Management Committee. 3. Shriram Credit Company Limited - Member - Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee .4. Shriram General Insurance Company Limited - Chairman - Banking and Finance Committee, Member - Nomination and Remuneration Committee

Further details required under Regulation 36 (3) of the Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (General Meeting on appointment and re-appointment of Directors) are provided in Annexure.

Except Sri Umesh G Revankar, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. He is not related to any director, inter se of the Company and does not hold any share in Company. The Board of Directors recommend passing of the resolution set out in Item No - 6 of the Notice.

Item No: 7

The Company is a Non-Banking Finance Company and provides loans under various products to its borrowers. The Company raises resources by borrowing from Banks, Financial Institutions etc. Borrowing is one of the source of raising funds by the Company. The resources raised are used for onward lending and other purposes. At the 35th Annual General Meeting ("AGM") held on July 29, 2021 Board of Directors was authorised by the Members under Section 180 (1) (c) of the Act to borrow upto a limit of ₹ 40,000 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. Section 180 (1) (c) of the Act provides that the Board of Directors of a Company shall only with the consent of the Company by a special resolution borrow money together with money already borrowed (apart from temporary loans obtained and /or to be obtained from

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Company's bankers in ordinary course of business) in excess of share capital, free reserves and securities premium. In addition to the Act, Regulations of SEBI and Regulations of RBI may apply for borrowing. The expression temporary loans for this purpose means loans payable on demand or within six months from date of loan such as short term, cash credit arrangements, the discounting of bills, etc.

The amount, terms and conditions, time etc of borrowings by the Company depend upon many factors. The amount to be borrowed, the method of borrowings, the institution to borrow from depend upon various factors and can be decided at that time by seeing the different methods/alternatives available. Raising of resources/Borrowings can be through public issue of Non convertible Debentures/Securities. The Board proposes to have the borrowing limits at ₹ 40,000 crores with no increase in the borrowing limits as approved by the members at 35th AGM of the Company apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business. The Company will continue to maintain capital adequacy ratio, which is related to borrowings, as per the regulatory requirement of Reserve Bank of India ("RBI").

The approval of members is required to borrow funds exceeding aggregate of paid up capital, free reserves and securities premium of the Company as provided under Section 180 (1) (c) of the Act. The proposed borrowings of amount not exceeding ₹ 40,000 crores, are in excess of the limit set under Section 180 (1) (c) of the Act. Each borrowing would have terms and conditions. Different borrowings may be with different terms and conditions. The availing of borrowings, type of borrowing, the lender to borrow from the amount of borrowing within the specified limit, time of borrowing, terms and conditions of each borrowing and other matters related thereto are proposed to be left to the Board and Committee or any person authorised by the Board/ Committee. For availing different Borrowings, it would require execution of different agreements, submission of different documents, information to the LENDER(S) by the Company. LENDER(S) would require securities to be provided to them for amounts lent by them to the Company. The overall securities to be offered are expected to be 1.25 times of the borrowings, which would amount to ₹ 50,000 crores. Each borrowing may be with different kind and amount of securities. The securities offered by the Company for such borrowings may require registration of charge with Registrar of Companies or any other authority or Government. The borrowings and creation or registration of charge would require different documents to be executed with such LENDER(S) by the Company. The documents to be executed for the purpose may contain a provision to take over the substantial assets of the Company in certain events.

As per Circular no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 issued by the Securities and Exchange Board of India ("SEBI Circular"), a Large Corporate is mandatorily required to raise at least 25% of its incremental borrowing during the financial year subsequent to the financial year in which it is identified as a Large Corporate, by way of issuance of debt securities. The Company is a Large Corporate as per this notification of SEBI and thus the Circular of SEBI applies to the Company. The Company is required to file an initial disclosure and annual disclosure to this effect with Exchanges every financial year before April 30 every year and within 45 days from the end of financial year respectively. These confirmation would be filed in due course. The incremental borrowing may be in excess of prescribed limit depending upon the requirement of funds by the Company. The Company may also issue the NCDs at discount or premium depending upon debt market conditions prevailing on the date of issue of the NCDs and relevant regulatory requirements i.e. number of ISINs maturing per financial year. The funds raised through proceeds of the issue of NCDs will be utilised for various financing, lending, and investments, repaying the existing liabilities/loans, business operations, capital expenditure, working capital requirements, issue expenses and general corporate purposes of the Company and for the purposes mentioned in the Shelf Prospectus, Prospectus, Tranche Prospectus, Shelf Disclosure Document, Information Memorandum and any other document under which issue is made. Further, passing of this resolution is also necessary in order to enable the Company to comply with the SEBI Circular. Borrowings by the Company may be for the purpose of financing, lending, investments, repaying the existing liabilities/loans, business operations, capital expenditure, revenue expenditure, working capital and general corporate purposes of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company, if any. The Board of Directors recommend passing of the Resolution(s) set out in item no -7 of the Notice as Special Resolution(s).

By Order of the Board
For Shriram City Union Finance Limited

Place : Chennai
Date : May 20, 2022

C R Dash
Company Secretary

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NOTES FORMING A PART OF THE NOTICE:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("Act") with respect to ordinary/special business set out in item no.6 and 7 of the Notice is annexed hereto.
2. The General Meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No 14/20 dated April 8, 2020, No 17/2020 dated April 13, 2020, Circular No 20/2020 dated May 5, 2020, Circular no 2/2021 dated January 13, 2021 and Circular no 3/22 dated May 5, 2022 (MCA circulars) permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). In compliance with the MCA and SEBI circulars, the AGM of the Company will be held through VC/OAVM without the physical presence of the Members at a common venue. The regulatory authorities (MCA & SEBI) have permitted conducting the Annual General Meeting through VC or OAVM upto December 31, 2022.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), in relation to e-voting facility and MCA circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, the Members are provided the facility to cast their vote electronically, through the remote e-voting services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as e-voting facility on the date of AGM will be provided to the members by CDSL for facilitating voting through electronic means as the authorised e-voting agency.
4. As this AGM is being held through VC/OAVM pursuant to as per above said MCA circulars, the facility to appoint proxy(ies) to attend and cast vote for the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice.
5. Authorised representatives of corporate members are requested to send certified copies of such authorisation of their Board to the Company, authorising their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the scrutiniser by email at sriram@prowiscorporate.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. Additional information, pursuant to regulation 36 of LODR in respect of the director(s) seeking appointment/re-appointment at the AGM forms a part of this Notice. The director(s) have furnished consent/declaration for their appointment/re-appointment as required under the Act and the Rules thereunder.
7. The Notice along with the Annual Report for the year ended March 31, 2022 will be sent to all the Members by electronic mode, whose names appear in the Register of Members as on June 24, 2022. This Notice can be accessed on the web site of the Company at https://www.primeinfobase.in/ir_download/PPN_Corp_Announcements/SCUF_AGM_NOTICE_ANNUAL_REPORT_2022.pdf, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.

Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email address registered with the RTA, by sending an email to csdstd@integratedindia.in by quoting their Folio / Demat Account No. Upon updation of email, the Member will receive soft copy of the Notice and the procedure for remote e-voting along with the User ID and the Password to enable remote e-voting for this Notice. In case of any queries, Members may write to csdstd@integratedindia.in. For permanent registration of email address, the Members are however are requested to register their email address, in respect of electronic holdings with the Depositories/Depository Participant and in respect of physical holdings with the RTA.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The members can cast their votes by way of remote e-voting provided by the Company in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date July 15, 2022. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at csdstd@integratedindia.in. However, if he/she is already registered with CDSL for remote e-voting then

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he/she can use his/her existing User ID and password for casting the vote.

10. Pursuant to section 91 of the Act and Regulation 42 of the LODR, the Register of Members and Share Transfer Books will remain closed from Saturday, July 16, 2022 to Friday, July 22, 2022 (both days inclusive) for the purpose of AGM.
11. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio enabling the Company to serve effectively.
12. For updation of PAN, email / Mobile / other KYC details, Members holding shares in physical mode may submit the details in Form ISR-1 to RTA as per SEBI circular dated November 3, 2021. Members holding shares in demat mode are requested to contact their Depository Participant (DP) for updation of KYC details in their demat accounts.
13. Please update Bank Account numbers, Income Tax Permanent Account Number ("PAN") and other details by submitting the relevant documents to your DP or RTA.
14. The Statutory Registers will be available for inspection by the Members through electronic mode at the AGM. Relevant documents and statements referred to in this Notice are open for inspection by the Members at the Registered Office of the Company during business hours till the date of the AGM.
15. As per Regulation 40 of SEBI LODR, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further that transmission or transposition of securities held in physical or dematerialised form shall be processed

and effected only in dematerialised form. As per SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, in case of Shares held in physical form, the RTA / Issuer Companies shall verify / process the service requests Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, for the purpose of dematerialisation.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio enabling the Company to serve effectively.

16. Please address all correspondence including dividend matters to the RTA.
17. Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, the dividends which remain unclaimed for a period of 7 years will be transferred by the Company to the "Investor Education and Protection Fund" ("IEPF") established by the Central Government as and when they fall due for transfer. Shareholders who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the RTA before transfer to IEPF. The following table shows the details of due date of transfer of unclaimed dividend to IEPF.

Year ending on March 31	Due Date of Transfer to IEPF		Year ending March 31	Due Date of Transfer to IEPF	
	Final Dividend	Interim Dividend		Final Dividend	Interim Dividend
			2018	August 27, 2025	December 4, 2024
2015	September 1, 2022		2019	September 2, 2026	November 29, 2025
2016	September 2, 2023	December 4, 2022	2020	-	November 29, 2026
2017	August 4, 2024	December 1, 2023	2021	September 3, 2028	1. December 7, 2027 (first Interim) 2. April 30, 2028 (second Interim)
			2022	-	1. December 3, 2028 (first Interim) 2. April 12, 2029 (second Interim)

The Company is required to transfer the shares to IEPF Authority, the shares in respect of which the dividend is not claimed/ remains unpaid for seven consecutive years or more and such dividend/shares can be claimed by respective members from IEPF authority by following the prescribed procedures.

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18. Members can update their nominations by submitting respective forms to RTA or DP as the case may be.
19. Since the AGM will be held through VC/OAVM, the route map is not furnished in this Notice.
20. Shareholders seeking any information with regard to accounts are requested to write to the Company Secretary of the Company at the Secretarial Office of the Company at least 7 days in advance of the date of the AGM, so as to keep the information ready at the AGM.
21. If any votes are cast by the shareholders through remote e-voting and if same shareholders have participated in the meeting through VC/OAVM, then cast their votes during the live session of AGM then the votes cast by such shareholder through remote e-voting shall be considered valid and the vote casted at the live session of the AGM shall be considered invalid.
22. Sri P. Sriram (Membership No FCS 4862), practicing Company Secretary (PCS No 3310) of M/S SPNP & Associates, Chennai as consented by him was appointed by the Company as the scrutiniser for conducting the e-voting process in accordance with the provisions of law and rules made thereunder.

I. INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

Directors, Key Managerial Personnel, the Chairpersons of the Audit and Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

2. The remote e-voting period shall commence from Tuesday, July 19, 2022 at 10 a.m. and shall close on Thursday, July 21, 2022 at 5 p.m. During this period of remote e-voting, the Members of the Company, as on July 15, 2022 i.e. cut-off date, holding shares either in physical form or in dematerialised form may cast their vote electronically. The remote e-voting module will be disabled for voting thereafter.
3. The members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
4. Institutional investors who are members of the Company are encouraged to attend and vote at the 36th AGM of the Company.
5. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
6. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below: