



SHRIRAM CITY UNION FINANCE LIMITED

Our Company was incorporated as Shriram Hire-Purchase Finance Private Limited on March 27, 1986 as a private limited company under the Companies Act, 1956, as amended (the "Companies Act, 1956") and was granted a certificate of incorporation by the Registrar of Companies, Chennai, Tamil Nadu ("RoC"). With effect from October 29, 1988, the status of our Company was changed to a public limited company, pursuant to which the name of our Company was changed to Shriram Hire-Purchase Finance Limited. The name of our Company was subsequently changed to Shriram City Union Finance Limited and a fresh certificate of incorporation dated April 10, 1990 was issued by the RoC. For further details, please see the section titled "History and Certain Corporate Matters" on page 101 of the Shelf Prospectus.

Corporate Identification Number: L65191TN1986PLC012840; **Registered Office:** 123, Angappa Naicken Street, Chennai- 600 001, Tamil Nadu, India; **Corporate Office:** 144, Santhome High Road, Mylapore, Chennai- 600 004, Tamil Nadu, India; **Telephone:** +91 44 4392 5300; **Facsimile:** +91 44 4392 5430; **Compliance Officer:** Mr. C. R. Dash, **Telephone:** +91 44 4392 5300; **Facsimile:** +91 44 4392 5430; **E-mail:** scufncd18@shriramcity.com; **Website:** www.shriramcity.in

PUBLIC ISSUE BY SHRIRAM CITY UNION FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT OF ₹ 1,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 6,500 MILLION AGGREGATING UP TO ₹ 7,500,000 NCDs AMOUNTING TO ₹ 7,500 MILLION ("TRANCHE 1 ISSUE LIMIT") (THE "TRANCHE 1 ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 30,000 MILLION ("SHELF LIMIT") AND IS BEING OFFERED BY WAY OF THE TRANCHE 1 PROSPECTUS DATED MARCH 27, 2019 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE 1 ISSUE ("TRANCHE 1 PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED MARCH 27, 2019 ("SHELF PROSPECTUS") FILED WITH THE ROC, BSE AND SEBI. THE SHELF PROSPECTUS AND THE TRANCHE 1 PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS"). THE TRANCHE 1 ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATION, 2008 AND COMPANIES ACT, 2013 AND RULES MADE THEREUNDER.

OUR PROMOTER: Our Promoter is Shriram Capital Limited.
For details of our Promoter, please see "Our Promoter" on page 114 of the Shelf Prospectus.

'CARE AA+ Stable' (Double A Plus; Outlook: Stable) by CARE and 'CRISIL AA/Stable' (pronounced as CRISIL double A rating with Stable outlook) by CRISIL **Allotment on first come first serve basis[#]**

[#]Allotment in the public issue of debt securities should be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of oversubscription, the allotment should be made to the applicants on proportionate basis. For detailed terms and conditions, please refer to the Shelf Prospectus and Tranche 1 Prospectus dated March 27, 2019.

Specific terms for each series of the NCDs

Particulars	Series							
	I	II	III*	IV	V	VI	VII	VIII
Frequency of Interest Payment	Annual	Cumulative	Annual	Monthly	Cumulative	Annual	Monthly	Cumulative
Minimum Application	₹10,000 (10 NCDs) across all series collectively							
Face Value/ Issue Price of NCDs	₹ 1,000 per NCD							
In multiples of thereafter	₹ 1,000 (1 NCD) across all series							
Tenor	24 months	24 months	36 months	36 months	36 months	60 months	60 months	60 months
Coupon (% per annum)	9.55	NA	9.65	9.26	NA	9.75	9.35	NA
Effective Yield (% per annum)	9.55	9.55	9.64	9.65	9.65	9.74	9.75	9.75
Mode of Interest Payment	Through various modes available							
Amount on Maturity (₹)	1,000	1,200.15	1,000	1,000	1318.70	1000	1,000	1593.15
Put and Call Options	NA							

With respect to series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual series will be made at the time of redemption of the NCDs.

Subject to applicable tax deducted at source, if any

Please refer to Annexure C of the Tranche 1 Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

*Our Company would allot the Series III NCDs, as specified in the Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Tranche 1 Issue.

ISSUE PROGRAMME*

ISSUE OPENS ON: APRIL 5, 2019 | ISSUE CLOSES ON: MAY 3, 2019

*The Issue shall remain open for subscription on Working Days from 10:00 a.m. till 5:00 PM (Indian Standard Time) during the period indicated above, with an option for early closure or extension by such period as may be decided by the Board of Directors or a duly constituted committee thereof. In the event of such early closure or extension of the Tranche 1 Issue, our Company shall ensure that public notice of such early closure or extension is published on or before the day of such early date of closure or the initial Tranche 1 Issue Closing Date, through an advertisement in at least one national daily newspaper with wide circulation. On the Tranche 1 Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. For further details please refer to the chapter titled "Issue Related Information" on page 30 of the Tranche 1 Prospectus.

ASBA* Simple, Safe, Smart way of Application

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For future details, check section on ASBA below. **Mandatory in public issues from October 01, 2018. No cheque will be accepted.**

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 101 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 72 of the Tranche 1 Prospectus.

LIABILITY OF MEMBERS: Limited

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT THE DATE OF THE SHELF PROSPECTUS: The Authorised Share Capital of the Company is ₹15,85,000,000 divided into 118,500,000 Equity Shares of face value of ₹10.00 each and 4,000,000 Cumulative Redeemable Preference Shares of face value of ₹100.00 each. As on December 31, 2018 the issued, subscribed and paid up share capital of the Company is ₹659,861,820 divided into 65,986,182 Equity Shares of face value of ₹10.00 each. For information on the share capital of our Company, see "Capital Structure" on page 43 of the Shelf Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM: Given below are the names of the Signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for of face value of ₹100.00 each by them at the time of signing of the Memorandum of Association: Mr. V Seethapathy (10 shares of ₹100 each) and Mr. G Sundaresan (10 shares of ₹100 each). The total aggregating to 20 shares of ₹200.

LISTING: The NCDs offered through the Tranche 1 Prospectus are proposed to be listed on BSE Limited. Our Company has obtained 'in-principle' approval for the Issue from BSE vide its letter dated February 28, 2019.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of the prospectus to the Securities and Exchange Board of India (SEBI) should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the prospectus. Investors are advised to refer to page 30 of the Tranche 1 Prospectus for the full text of the disclaimer clause of SEBI.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. Investors are advised to refer to page 31 of the Tranche 1 Prospectus for the full disclaimer clause of BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated July 27, 2015 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/ discharge of liability by the Company.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated 'CARE AA+ Stable' (Double A Plus; Outlook: Stable) by CARE and 'CRISIL AA/Stable' (pronounced as CRISIL double A rating with Stable outlook) by CRISIL for an amount of upto ₹30,000 million vide their letters dated December 11, 2018 (and revalidated on February 14, 2019 and further revalidated on March 20, 2019) and December 6, 2018 (and revalidated on February 19, 2019 and further revalidated on March 19, 2019) respectively. The rating of the NCDs by CARE and CRISIL are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The ratings provided by CARE and CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold the NCDs and investors should take their own decisions.

GENERAL RISKS: Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved. Specific attention of the investors is invited to the section titled "Risk Factors" on page 11 of the Shelf Prospectus and "Material Developments" on page 22 of the Tranche 1 Prospectus. This document has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any registrar of companies or any stock exchanges in India.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: **SHRIRAM CITY UNION FINANCE LIMITED**: Tel: +91 44 4392 5300; Fax: +91 44 4392 5430; **A. K. Capital Services Limited**: Tel: +91 22 6754 6500; Fax: +91 22 6610 0594; **Edelweiss Financial Services Limited**: Tel: +91 22 4086 3535; Fax: +91 22 4086 3610 and offices of Consortium Members: **A.K. Stockmart Private Limited**; Tel: 022-6754 6500; Fax: 022-6754 4666; **Edelweiss Securities Limited**; Tel: 022-40635411/022-40635569; Fax: NA, Trading Members and Designated Branches of the SCSBs. BSE Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Company, Lead Managers, Consortium Members and Stock Exchange.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the "Risk Factors" on page 11 of the Shelf Prospectus and "Material Developments" on page 22 of the Tranche 1 Prospectus contained therein, before applying in the Issue. Physical copies of the Prospectus can be obtained from the Company's Registered Office, Corporate Office, offices of Lead Managers. Full copy of the Prospectus is available on the website of the Issuer at www.shriramcity.in, of the Lead Managers at www.akgroup.co.in, www.edelweissfn.com, of BSE at www.bseindia.com, of SEBI at www.sebi.gov.in.

BANKERS TO THE ISSUE: IndusInd Bank Limited

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	COMPLIANCE OFFICER
 A. K. CAPITAL SERVICES LIMITED 30-38, Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai 400 021 Tel: +91 22 6754 6500/6634 9300; Fax: +91 22 6610 0594 Email: scufncd2018@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Shilpa Pandey / Mr. Malay Shah SEBI Registration No.: INM000010411	 EDELWEISS FINANCIAL SERVICES LIMITED Edelweiss House, Off. C.S.T Road, Kalina, Mumbai 400 098, Maharashtra, India Tel: +91 22 4086 3535; Fax: +91 22 4086 3610 Email: scuf.ncd@edelweissfn.com Investor Grievance Email: customerservice.mb@edelweissfn.com Website: www.edelweissfn.com Contact Person: Mr. Mandep Singh / Mr. Lokesh Singhi SEBI Regn. No.: INM0000010650	 Integrated since 1974 Investment Simplified INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED 2nd Floor, "Kences Towers", No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017 Tel: +91 44 2814 0801 to 803; Fax: +91 44 28142479 E-mail: scuf@integratedindia.in; Website: www.integratedindia.in Investor Grievance E-mail: csdstd@integratedindia.in Contact person: Mr. K Balasubramanian SEBI Registration No.: INR000000544	 Catalyst Trusteeship Limited** GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune – 411038 Tel: +91 2025280081; Fax: +91 2025282075 Email: dt@cttrustee.com Investor Grievance Email: grievance@cttrustee.com Website: www.catalysttrustee.com Contact Person: Compliance Officer SEBI Registration No.: IND000000034
			C R Dash Shriram City Union Finance Limited 144, Santhome High Road, Mylapore, Chennai 600 004, Tamil Nadu, India Tel: +91 44 4392 5300; Fax: +91 44 4392 5430 E-mail: scufncd18@shriramcity.com Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre Issue or post Issue related problems, such as non-receipt of Allotment Advice, credit of Allotted NCDs in beneficiary accounts, and transfers as the case may be.

**Catalyst Trusteeship Limited (formerly known as GDA Trusteeship Limited) has by its letter dated November 29, 2018 given its consent for its appointment as Debenture Trustee to the Issue pursuant to regulation 4(4) of the SEBI Debt Regulations and for its name to be included in the Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue

A copy of the Tranche 1 Prospectus along with the Shelf Prospectus has been filed with the Registrar of Companies, Chennai, Tamil Nadu, in terms of the Companies Act, 2013, along with the requisite endorsed / certified copies of all requisite documents. For more information, see the section titled "Material Contracts and Documents for Inspection" on page 72 of Tranche 1 Prospectus.

Applications Supported by Blocked Amount (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors. For details on the ASBA process, please refer to the details given in Application Form and Abridged Prospectus and also please refer to the section "Issue Procedure" on page 49 of the Tranche I Prospectus.

ADDENDUM-CUM-CORRIGENDUM TO THE SHELF PROSPECTUS DATED MARCH 27, 2019 AND TRANCHE 1 PROSPECTUS DATED MARCH 27, 2019

This addendum-cum-corrigendum is supplemental to, forms part of, and should be read in conjunction with, the Shelf Prospectus and the Tranche 1 Prospectus filed by the Company with the RoC, SEBI and BSE.

Investors may please note the following updates and amendments to the Prospectus:

- The consortium agreement dated March 27, 2019 between our Company, the Lead Managers and the Consortium Members has been amended by way of an amendment agreement dated April 2, 2019. Accordingly all references to the Consortium Agreement on page 2 (Definitions and Abbreviations), page 147 (Issue Structure) and page 185 (Material Contracts and Documents for Inspection) of the Shelf Prospectus and page 3 (Definitions and Abbreviations) and page 72 (Material Contracts and Documents for Inspection) of the Tranche 1 Prospectus shall be read and construed as "Consortium agreement dated March 27, 2019 between our Company, the Lead Managers and Consortium Members as amended by way of amendment agreement dated April 2, 2019".
- The Board pursuant to a circular resolution dated April 1, 2019, has appointed Pranab Prakash Pattanayak, Venkataraman Murali, C R Muralidharan and Diwakar B. Gandhi as additional Directors, in the capacity of Non-Executive and Independent Directors with effect from April 1, 2019 till the conclusion of the next Annual General Meeting of the Company. Details in relation to Pranab Prakash Pattanayak and Venkataraman Murali are appearing at pages 105 and 106 of the Shelf Prospectus, which stand modified to the extent mentioned above. Further, details in relation to C R Muralidharan and Diwakar B Gandhi are as:

Name, Designation, Term, DIN	Age	Address	Director of the Company since	Other Directorships
C R Muralidharan Designation: Additional Director in the capacity of Non-Executive and Independent Director Term: Up to the conclusion of next annual general meeting Nationality: Indian DIN: 02443277	71	No. 29A, Kamala Street, Nehru Nagar, Chrompet, Chennai – 600 044	April 1, 2019	(i) GMR Infrastructure Limited (ii) Sirman Madhwa Sidhantaonnahini Permanent Nidhi Limited (iii) ICICI Prudential Asset Management Company Limited
Diwakar B Gandhi Designation: Additional Director in the capacity of Non-Executive and Independent Director Term: Up to the conclusion of next annual general meeting Nationality: Indian DIN: 00298276	60	F-217A, W5D4, Sainik Farms, New Delhi – 110 062	April 1, 2019	(i) Sri Maruthi Foundations LLP (ii) Indiaemerging Infrastructure Private Limited (iii) Berkshire Land Holdings Private Limited (iv) Milford Land Holdings Private Limited (v) Pinkton Hotels Private Limited (vi) Riverwood Infrastructure Private Limited (vii) Riverbank Hotels Private Limited (viii) Emerging Developers Private Limited (ix) A to Z Telecom Private Limited (x) Indiaemerging Advisors Limited (xi) Mount Arrawali Financial Service Private Limited

C R Muralidharan is an additional director in the capacity of Non-Executive and Independent Director of our Company. He is a certified associate of the Indian Institute of Bankers and holds a certificate in Industrial Finance from the Indian Institute of Bankers. He held various positions in RBI from 1995 to 2005 and served on the Board of IRDAI from 2005 to 2009. Further, as C R Muralidharan has been appointed in the Fiscal Year 2019, there has been no compensation paid to him in the last three fiscal years.

Diwakar B Gandhi is an additional director in the capacity of Non-Executive and Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India (ICAI) since 1982 and a former member of the Delhi Stock Exchange and United Exchange of India. Further, as Diwakar B Gandhi has been appointed in the Fiscal Year 2019, there has been no compensation paid to him in the last three fiscal years.

3. Further, the table under "Our Management: Changes in Board during the last three years" on page 109 of the Shelf Prospectus will stand modified to include the following:

Name, Designation and DIN	Date of Appointment/ Resignation	Director of the Company since (in case of resignation)	Remarks
C R Muralidharan DIN: 02443277	April 1, 2019	-	Appointment as Additional Director in the capacity of Non-Executive, Independent Director
Diwakar B Gandhi DIN: 00298276	April 1, 2019	-	Appointment as Additional Director in the capacity of Non-Executive, Independent Director

4. Risk Factor number 53- "The terms of office of certain of our non-executive Independent Directors are expiring on March 31, 2019, thereby resulting in change in composition of the Board and certain Board-level committees." on page 31 of the Shelf Prospectus would hereby stand deleted. Capitalized terms not specifically defined above shall have the same meaning as assigned to them in the Shelf Prospectus and Tranche 1 Prospectus.

Disclaimer: Shriram City Union Finance Limited, ("Company"), is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a public issue of its secured redeemable non-convertible debentures of face value of Rs. 1,000 each ("NCDs") and has filed a shelf prospectus dated March 27, 2019 ("Shelf Prospectus") and Tranche 1 Prospectus dated March 27, 2019, ("Tranche 1 Prospectus") (together, the "Prospectus"), with the Registrar of Companies, Tamil Nadu and the Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE"). The Prospectus is available on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, the Company at www.shriramcity.in and the Lead Managers i.e. A.K Capital Services Limited and Edelweiss Financial Services Limited at www.akgroup.co.in and www.edelweissfn.com, respectively. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, see the section entitled "Risk Factors" on page 11 of the Shelf Prospectus. Investors are urged to take any decision to invest in the NCDs issued pursuant to the Shelf Prospectus and Tranche 1 Prospectus solely on the basis of the disclosures made therein.