

Shriram epc

Engineering the future

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CIN:L74210TN2000PLC045167

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of the Company will be held at 10.00 A.M on Thursday, the 24th September 2015 at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2015 including audited Balance Sheet as at 31 March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

2. Appointment of Statutory Auditors

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

RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 015125N), as Auditors of the Company till the conclusion of the next Annual General Meeting (AGM) and which is subject to ratification at every AGM, at ₹35 Lakhs plus service tax, out-of-pocket, travelling, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

3. Appointment of Mr. S Krishnamurthy (DIN: 00140414) as an Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S Krishnamurthy (DIN:

00140414), Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020 for whom the Company has received a notice in writing from a member proposing his candidature as a Director.

4. Appointment of Mr. S Babu (DIN: 02541697) as an Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S Babu (DIN: 2541697), Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020 for whom the Company has received a notice in writing from a member proposing his candidature as a Director.

5. Appointment of Mr. P D Karandikar (DIN: 02142050) as an Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. P D Karandikar (DIN: 02142050), Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020, for whom the Company has

received a notice in writing from a member proposing his candidature as a Director.

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

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Chandra Ramesh (DIN: 00938694), Additional Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020 .

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

RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, Mr. G Sundaresan, CMA be appointed as Cost Auditor of the Company till the conclusion of the next Annual General Meeting (AGM) at ₹50000/- plus service tax, out-of-pocket, travelling etc..

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

RESOLVED that pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice, be appointed as Secretarial Auditors of the Company till the conclusion of the next Annual General Meeting (AGM) at ₹100000/- plus service tax, out-of-pocket, travelling, etc.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any Statutory modification or re-enactment thereof, for the time being in force, the Company in General Meeting hereby approves the re-appointment of Mr. T Shivaraman as Managing Director & CEO of the Company for a period of three years with effect from 20th September 2015 on the same terms and conditions of remuneration as were paid to him earlier, which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. T Shivaraman remuneration and perquisites not exceeding the ceiling limit laid down in Section

II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary any of the terms of remuneration in consultation with Managing Director & CEO provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any Statutory modification or re-enactment thereof, for the time being in force, the Company in General Meeting hereby approves the re-appointment of Mr. M Amjat Shariff as Joint Managing Director of the Company for a period of three years with effect from 20th September 2015 on the same terms and conditions of remuneration as were paid to him earlier, which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. M Amjat Shariff remuneration and perquisites not exceeding the ceiling limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary any of the terms of remuneration in consultation with Joint Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

11. Issue of equity shares on preferential basis to Indus Indbank in terms of ICDR Regulations in lieu of the Sacrifice amount.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the equity listing agreements entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), together with the BSE, the Stock Exchanges, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations),

and subject to the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board) and in furtherance to the scheme of corporate debt restructuring (the CDR Package) by and between the Company and the lenders of the Company whose loans are restructured (the CDR Lenders) which has been approved by the Corporate Debt Restructuring Empowered Group (the CDR EG) on August 20, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell (the CDR Cell) vide its letter of approval dated August 27, 2014 (CDR LOA) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, in terms of the Master Restructuring Agreement dated 20th September 2014 (the MRA) executed by and between the Company and the CDR Lenders, and in terms of the RBI Master Circular Guidelines 1st July 2014, and the approval of the CDR EG on April 24, 2015, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 2958801 fully paid-up equity shares of the Company, having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹40.05/- per equity share in consideration of the amounts considered as sacrifice on the part to Indus Indbank, one of the CDR lender in terms of the RBI Master Circular Guidelines dated 1st July 2014, and the approval of the CDR EG on April 24, 2015 , and who have provided their sanction subject to reconciliation and price certification by auditors by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the price of the equity shares being allotted to Indus

Indbank, on a preferential basis, is April 24, 2015, being the date on which the said conversion was approved by the CDR EG.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted to Indus Indbank, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

By Order of the Board of Directors

Chennai
Date: 11th August, 2015

K. SURESH
Vice President & Company Secretary

Notes

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), with respect to the special business set out in Item No. 3 to 11 above, is annexed hereto.
2. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 3, 4, 5 and 6 of the Notice are also annexed.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.
4. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services ("Cameo").
5. Pursuant to provisions of Section 205A (5) of the Companies Act, 1956, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The Company started declaring dividends to the shareholders only from the year 2008 - 09 and hence the Company shall comply with the provision of this Section as soon as it comes in to force.
6. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

7. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
8. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.shriramepc.com for their download.
9. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Cameo Corporate Services ("Cameo").

In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for voting through Ballot Form are given at the back of the said form and instructions for e-voting are given at Note No. 14 annexed to this Notice. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
10. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
11. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
13. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor@cameoindia.com by mentioning their Folio/DP ID and Client ID No. However, the dully completed Ballot Form should reach the Registrars & Transfer Agent at Cameo Corporate Services ("Cameo")., Chennai not later than 22nd September 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

14. Instructions for e-voting are as under:
 - A. I. The Company has entered into an arrangement with Central Depository Securities Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:
 - a. In case of Members receiving an e-mail from CDSL:
 - i. Open the PDF file 'SEPC e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - ii. Launch an internet browser and open https://www.evoting.CDSL.com/
 - iii. Click on Shareholder - Login.
 - iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - v. Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.
 1. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - vi. Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
 - vii. Select 'EVEN' of Shriram EPC Limited.
 - viii. Now you are ready for e-voting as 'Cast Vote' page opens.
 - ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net with a copy marked to evoting@cdsl.co.in.
 - (a) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
 - (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
| - | - | - |

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of CDSL's e-voting website www.evoting.cdsl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on 17th September, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The e-voting period will be from 21st September, 2015 to 23rd September, 2015 and the e-voting module shall be disabled by CDSL at 5.00 p.m. on 23rd September, 2015.

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

By Order of the Board of Directors

Chennai
Date: 11th August, 2015

K. SURESH
Vice President & Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Deloitte Haskins & Sells, (ICAI Firm's Registration No. 015125N), Chartered Accountants, are the Statutory Auditors of the Company.

During the forthcoming Annual General meeting we propose their appointment till the conclusion of the next Annual General Meeting as per provisions of Section 139(1) of the Act.

Accordingly, approval is sought for the appointment of Deloitte Haskins & Sells, (ICAI Firm's Registration No. 015125N), Chartered Accountants till the conclusion of the next Annual General Meeting as contained in the resolution set out at item No. 2 of the notice.

The Board commends the Resolution at Item No. 2 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

Item no.3

Mr. S Krishnamurthy is a Non-executive Director & Independent Director. He is on the board of the Company from 22/12/2009.

In terms of the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S Krishnamurthy (DIN: 00140414), Director of the Company, is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020. The Company has received a notice in writing from a member proposing his candidature as a Director as required under Section 160 of the Companies Act,2013 along with a deposit of ₹1000000/-.

A copy of the Draft letter of appointment of Mr. S Krishnamurthy as Independent Director setting out the terms and conditions

is available for inspection without any fees at the Company's registered office during the normal business hours on any working day till the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Mr. S Krishnamurthy is concerned or interested in the resolution at Item No. 3 of the Notice.

Item no.4

Mr. S Babu is a Non-executive Director & Independent Director. He is on the board of the Company from 30/3/2011.

In terms of the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S Babu (DIN: 02541697), Director of the Company, is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020. The Company has received a notice in writing from a member proposing his candidature as a Director as required under Section 160 of the Companies Act,2013 along with a deposit of ₹1000000/-.

A copy of the Draft letter of appointment of Mr. S Babu as Independent Director setting out the terms and conditions is available for inspection without any fees at the Company's registered office during the normal business hours on any working day till the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Mr. S Babu is concerned or interested in the resolution at Item No. 4 of the Notice.

Item no.5

Mr. P D Karandikar is a Non-executive Director & Independent Director. He is on the board of the Company from 29.6.2010.

In terms of the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies

Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. P D Karandikar (DIN: 02142050), Director of the Company, is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto September 24, 2020. The Company has received a notice in writing from a member proposing his candidature as a Director as required under Section 160 of the Companies Act,2013 along with a deposit of ₹1000000/-.

A copy of the Draft letter of appointment of Mr. P D Karandikar as Independent Director setting out the terms and conditions is available for inspection without any fees at the Company's registered office during the normal business hours on any working day till the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Mr. P D Karandikar is concerned or interested in the resolution at Item No. 5 of the Notice.

Item No. 6

The Board of Directors has appointed Ms. Chandra Ramesh as Additional Director of the Company with effect from 23rd March, 2015.

Mrs. Chandra Ramesh, 54, is an FCA, ACS, AICWA, PGDM (IIM-A) and LICENTIATE IN INSURANCE. She started her professional journey with IDL Chemicals Ltd., a part of the Swedish Nobel Group in the areas of Cost and Management Accounting, budgeting and systems. She moved over to TAFE Ltd. as Executive assistant to the Chairman of the Amalgamations Group and thereafter had a stint with Tamilnad Hospitals Ltd. as Vice President Finance and Company Secretary where she handled the IPO of the NRI doctors promoted company and tied up the complete project finance with Financial Institutions after which she moved to India Securities Ltd. an Essar Group Company where her job profile included Investment banking, lease / HP Financing, project counseling and Advisory services, corporate secretarial functions, etc. Then, she started off as an independent financial consultant and took membership in the Bangalore Stock Exchange and also obtained membership of National Stock Exchange.

She was the Managing Director & CEO of a Re-insurance broking till August 2008 and was actively involved in the insurance and re-insurance broking space with extensive international net-working and exposure. Later she was co-opted as an additional director on the Board of IFIN (IFCI Financial Services Ltd., a subsidiary of IFCI Ltd.) and appointed as the Managing Director of IFIN with effect from 1st September, 2008. As Managing Director of IFIN, she had, in three years, grown the company from one branch to over 50 branches, from nil sub-brokers to over 350, from 1000 clients to 25000 and from 12 Institutional empanelment to over 60. With a Pan-India presence, IFIN established itself as one of the leading players in the industry. She has over the last decade taken a deep interest in technical analysis of the equity markets and has extensively researched the Indian stock and commodity markets.

In terms of Sections 149, 150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Ms. Chandra Ramesh. being eligible offers herself for appointment, and is proposed to be appointed as an Independent Director of the Company for a term of 5 consecutive years till September 24, 2020. Any Member who wishes to propose the candidature of Ms. Chandra Ramesh for the office of Director of the Company may do so in writing in not less than fourteen days before the date of Annual General Meeting along with the deposit of ₹1,00,000/- (Rupees one lakh only) which shall be refunded to such Member if Ms. Chandra Ramesh gets elected as a Director with more than twenty-five percent of total valid votes cast in favour of this resolution.

Ms. Chandra Ramesh has given declaration under Section 149(7) of the Companies Act, 2013 that she fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 read with the Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Ms. Chandra Ramesh as an Independent Director setting out the terms and conditions are available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and also hosted on the website of the Company.

The Members are further requested to note that Ms. Chandra Ramesh has given declarations that she is not disqualified to

become a Director under Section 164(2) of the Companies Act, 2013 and her consent to hold office as Director.

The Board deliberated and decided that owing to the rich and varied experience, her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Chandra Ramesh as an Independent Director. Accordingly, the Board recommends the resolution for the appointment of Ms. Chandra Ramesh as an Independent Director, for the approval by the shareholders of the Company.

Ms. Chandra Ramesh does not hold by herself or for any other person on a beneficial basis, any shares in the Company as per declaration given by her.

Details of other Directorships/Committee Memberships held by her:

Promoter Director

Procap Financial services P Ltd.

Director-

Bharat Re-insurance Brokers P Ltd

Procap Commodities Pvt Ltd

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Ms. Chandra Ramesh is concerned or interested in the resolution at Item No. 6 of the Notice.

Item No. 7

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Mr. G Sundaresan, CMA to audit the cost accounts of the Company for the financial year 2015 at a remuneration of ₹50000. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a General Meeting for their ratification.

Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Mr. G Sundaresan, CMA, Cost Auditor is included at Item No.7 of the Notice convening the Annual General Meeting.

The Board commends the Resolution at Item No. 7 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

As required under the Companies Act, 2013, the remuneration payable to the secretarial auditor - ₹1 Lakh, is required to be placed before the Members in a General Meeting for their ratification.

Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice is included at Item No.8 of the Notice convening the Annual General Meeting. The Board commends the Resolution at Item No. 8 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

Item No. 9

1. The Board vide its Resolution dated 10th May 2013 had approved the re-appointment of Mr. T Shivaraman as the Managing Director & CEO of the Company till 19th September 2015 . The present reappointment for a further period of 3 years will also be on the same terms and conditions of remuneration as were paid to him earlier, which is as under:

Gross Annual Salary (Basic Pay)
₹32, 00,000 (Rupees Thirty two Lakhs only)

CATEGORY "A"

House Rent Allowance, Leave Travel Concession, Medical Reimbursement, fees of clubs and personal Accident Insurance as under.

Housing:

Annual House Rent Allowance - ₹800000/-

ii) Medical re-imburement- ₹15000/- per annum
Leave Travel Concession: ₹200000/- per annum

Club fees:

Fees of clubs subject to a maximum of 2 clubs and amount not exceeding ₹50,000/ p.a. This will not include admission and life membership.

Personal Accident Insurance:

Premium not to exceed ₹15000/- p.a.

Contribution to Provident Fund:

12% of Basic- ₹384000/- p.a

Commission:

0.5% of Net profit upto a limit not exceeding ₹20,00,000/- in a year

CATEGORY "B"

Gratuity payable ₹154000/- per annum.

CATEGORY "C"

Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to MD & CEO.

The perquisites mentioned above are interchangeable within the overall ceiling of the Annual salary of MD & CEO.

- Mr. T Shivaraman is a B.Tech (Chemical Engineering) and an M.S from IIT. He started his career as a management Trainee in ICI India Ltd at their Fertilizer Plant in Kanpur. He has more 23 years' experience in plant operations and project engineering. He has been involved with the EPC Business since 1992. He is well versed in technical handling of projects, studying its viability and feasibility.
- Where in any financial year during the currency of tenure of the Managing Director, the Company had no profits or inadequate profits, the Company would pay Mr. T Shivaraman, remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, and as would be decided by the Board of Directors.

4. The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

5. The Managing Director shall not be entitled to receive any fees for attending the Meetings of the Board of Directors of the Company or Committees thereof.

6. The remuneration package of Mr. T Shivaraman and other details such as remuneration, service contract, notice period, etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

The Board recommends the approval by the members of the re-appointment of Mr. T Shivaraman as the Managing Director & CEO and payment of remuneration to him.

Mr. T Shivaraman is concerned or interested in the said resolution at item No. 9 accompanying notice.

The above may be treated as an abstract of the terms of re-appointment payable to Mr. T Shivaraman, as Managing Director & CEO as required, pursuant to Section 196 of the Companies Act, 2013.

Item No. 10

1. The Board vide its Resolution dated 10th May 2013 had approved the re-appointment of Mr. Amjat Shariff as the Joint Managing Director of the Company upto 19th September 2015. The present reappointment for a further period of 3 years will also be on the same terms and conditions of remuneration as were paid to him earlier, which is as under:

Gross Annual Salary (Basic Pay)
₹32, 00,000 (Rupees Thirty two Lakhs only)

CATEGORY "A"

House Rent Allowance, Leave Travel Concession, Medical Reimbursement, fees of clubs and personal Accident Insurance as under.

Housing:

Annual House Rent Allowance - ₹800000/-

- ii) Medical re-imburement- ₹15000/- per annum
Leave Travel Concession: ₹200000/- per annum

Club fees:

Fees of clubs subject to a maximum of 2 clubs and amount not exceeding ₹50,000/ p.a. This will not include admission and life membership.

Personal Accident Insurance:

Premium not to exceed ₹15000/- p.a.

Contribution to Provident Fund:

12% of Basic- ₹384000/- p.a

Commission:

0.5% of Net profit upto a limit not exceeding ₹20,00,000/- in a year

CATEGORY "B"

Gratuity payable ₹154000/- per annum.

CATEGORY "C"

Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to MD & CEO.

The perquisites mentioned above are interchangeable within the overall ceiling of the Annual salary.

profits or inadequate profits, the Company would pay Mr. M Amjat Shariff, remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, and as would be decided by the Board of Directors.

4. The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Joint Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

5. The Joint Managing Director shall not be entitled to receive any fees for attending the Meetings of the Board of Directors of the Company or Committees thereof.

6. The remuneration package of Mr. M Amjat Shariff and other details such as remuneration, service contract, notice period, etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

The Board recommends the approval by the members of the re-appointment of Mr. Mr. M Amjat Shariff as Joint Managing Director and payment of remuneration to him.

Mr. M Amjat Shariff is concerned or interested in the said resolution at item no.10 accompanying notice.

The above may be treated as an abstract of the terms of re-appointment payable to Mr. M Amjat Shariff, as Joint Managing Director as required, pursuant to Section 196 of the Companies Act, 2013.

Item no.11

As per the RBI Master Circular Guidelines 1st July 2014:

Quote: "24.5 For restructuring of dues in respect of listed companies, lenders may be ab-initio compensated for their loss/ sacrifice (diminution in fair value of account in net present value terms) by way of issuance of equities of the company upfront, subject to the extant regulations and statutory requirements. In such cases, the restructuring agreement shall

not incorporate any right of recompense clause. However, if the lenders' sacrifice is not fully compensated by way of issuance of equities, the right of recompense clause may be incorporated to the extent of shortfall. For unlisted companies, the JLF will have option of either getting equities issued or incorporate suitable 'right to recompense' clause." Unquote

As per the above RBI Master Circular Guidelines, Indus Indbank one of the CDR Lenders of the Company are opting to convert their sacrifice to equity to the extent of 2958801 equity shares. Indus Indbank have already obtained approval from their sanctioning authority. The CDR EG has approved the said conversion on April 24, 2015.

The Equity Shares that are to be issued shall be listed at BSE Limited (the BSE) and the National Stock Exchange of India Limited (the NSE) and together with the BSE, the Indian Stock Exchanges. The consent of the shareholders is also being sought pursuant to the provisions of Section 62, Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder and in terms of the provisions of the listing agreement executed by the Company with the Indian Stock Exchanges. The said equity shares shall rank pari passu with the then existing equity shares of the Company in all respects.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of 'Chapter VII – Preferential Issue' of the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations) and under the applicable provisions of the Companies Act, 2013 and Rules made thereunder:

i. Objects of the preferential issue

The right of recompense being a contingent liability is waived to the extent sacrifice portion is converted as per para 24.5 of RBI master circular dated 1st July 2014. This, in turn, will improve the networth and financial ratios of the Company.

With the issue of equity shares in lieu of the sacrifice, there will not be the right to recompense to Indus Indbank to the extent of allotment of equity shares.

ii. The total number of equity shares to be issued

The Board intends to offer, issue and allot upto 2958801 fully paid-up equity shares of the Company, having face value of ₹10/- each, at a price of ₹40.05/- per equity share pursuant to the exercise by Indus Indbank to convert their sacrifice amount in terms of the RBI Master Circular Guidelines dated 1st July 2014 and the approval of the CDR EG on April 24, 2015, and pursuant to the sanction received from Indus Indbank.

iii. The price or price band at / within which the allotment is proposed

The issue price is ₹40.05/- (Rupees Forty & Paise Five Only) per equity share, being the price calculated in accordance with Regulation 76(1) of the ICDR Regulations with reference to the "Relevant Date" i.e. April 24, 2015, being the date on which the said conversion was approved by the CDR EG".

iv. Basis on which the price has been arrived at along with report of the registered valuer

The same is not applicable in the present case since the Company is a listed company; the pricing is as per the ICDR Regulations.

v. Relevant date with reference to which the price has been arrived at

The "Relevant Date" in terms of Regulation 71(a) of the ICDR Regulations for determination of issue price for allotment of equity shares to Indus Indbank, on a preferential basis, is April 24, 2015, being the date on which the said conversion was approved by the CDR EG".

vi. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to Indus Indbank in terms of the CDR Package and as per the RBI Master Circular Guidelines dated 1st July 2014 and the approval of the CDR EG on April 24, 2015.

vii. **The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

viii. **Proposed time within which the allotment shall be completed**

The Company will issue and allot equity shares to Indus Indbank within the time limit specified under the ICDR Regulations.

xii. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

The allotment is proposed to be Indus Indbank in terms of the CDR Package and as per the RBI Master Circular Guidelines dated 1st July 2014 and the approval of the CDR EG on April 24, 2015. The Company being a listed company; the pricing is in terms of ICDR Regulations.

ix. **The identity of the proposed allottee, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee**

Details of proposed allottees:

| SI No | Proposed Allottee | Pre issue as of 31.7.2015 | | Post issue | |
|-------|-------------------|---------------------------|--------------------|--------------|--------------------|
| | | No of shares | % of share capital | No of shares | % of share capital |
| 1 | Indus Indbank | NIL | NIL | 2958801 | 1.17% |

x. **The change in control, if any, in the Company that would occur consequent to the preferential offer**

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

xi. **The number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price Post March 31, 2015 and up to the date of this Notice, the following preferential allotments have been made**

| Date of allotment | No. of securities allotted | Issue Price per share Rs | No. of allottee(s) | Remarks |
|-------------------|----------------------------|--------------------------|--------------------|--|
| 26.6.2015 | 22926016 | 32.98 | 11 | Pref issue to CDR lenders who opted to convert their FITL into equity as per the CDR scheme |
| | 22983770 | 40.05 | 9 | Pref issue to CDR lenders who opted to convert their sacrifice amt into equity as per the CDR scheme |
| | 105078336 | 37.02 | 1 | Pref issue to Shriram Industrial Holdings Ltd |
| 09.7.2015 | 8502122 | 32.98 | 12 | Pref issue to CDR lenders who opted to convert their FITL into equity as per the CDR scheme |
| | 1652934 | 40.05 | 1 | Pref issue to CDR lender who opted to convert their sacrifice amt into equity as per the CDR scheme |
| 31.07.2015 | 1707095 | 32.98 | 1 | Pref issue to CDR lender who opted to convert their FITL into equity as per the CDR scheme |

xiii. **The pre issue and post issue shareholding pattern of the Company**

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to the proposed allottees is provided hereunder:

| Category | Pre issue as of 31.7.2015 | | Post issue | |
|---|---------------------------|--------------------|------------------|--------------------|
| | No. of Shares | % of share capital | No. of Shares | % of share capital |
| C. Promoters/ Promoter Group: | | | | |
| a. Indian Promoters | 165412862 | 66.38% | 165412862 | 65.60% |
| b. Foreign Promoters | 0.00 | 0.00% | 0.00 | 0.00 |
| Total for Promoter Group (A) | 165412862 | 66.38% | 165412862 | 65.60 |
| D. Public Shareholdings: | | | | |
| iv Institutional | | | | |
| Financial Institutions / Banks | 57771937 | 23.18% | 60730738 | 24.08% |
| Insurance Companies | - | - | - | - |
| Foreign Institutional Investors | 1128530 | 0.45% | 1128530 | 0.45% |
| Others | 9423991 | 3.78% | 9423991 | 3.74% |
| Sub-total B 1 | 68324458 | 27.42% | 71283259 | 28.27% |
| v Non Institutional | | | | |
| - Bodies Corporate | 3480010 | 1.40% | 3480010 | 1.38% |
| - Individuals | | | | |
| vi Any Other | | | | |
| - Directors & their Relatives & Friends | 14120 | | 14120 | |
| - NRIs | | | | |
| - Clearing Shareholders | | | | |
| - HUFs | 245245 | 0.10% | 245245 | 0.10% |
| - Trusts | | | | |
| - Foreign Corporate Bodies | 11731762 | 4.71% | 11731762 | 4.65% |
| Sub-total B 2 | 15471137 | 6.21% | 15471137 | 6.14% |
| Total Public Shareholdings (B) | 83795595 | 33.62% | 86754396 | 34.40% |
| GRAND TOTAL (A) + (B) | 249208457 | 100.00% | 252167258 | 100.00% |

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

xiv. Undertaking to recomputed price

Not Applicable

xv. Undertaking to put under lock-in till the recomputed price is paid

Not Applicable

xvi. Certificate from Statutory Auditors

M/s Deloitte Haskins & Sells, Statutory Auditors of the Company, have certified that the issue of securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and holidays) up to the date of announcement of the AGM.

xvii. Lock-in Period

The securities allotted shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations. The Board of Directors of the Company has at its meeting held on 11th August 2015 has approved the creation, offer, issuance and allotment of the above mentioned equity shares of the Company on preferential basis. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1) (a) of the ICDR Regulations, the preferential issue requires approval of the shareholders by way of a special resolution. The Board recommends passing of the resolution under Item 12 as a special resolution.

The consent of the shareholders is sought for the issue of equity shares in terms of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest in the proposed allottee.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No 11 of the accompanying Notice.

Registered Office: Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai – 600 008.

Chennai
Date: 11th August, 2015

By Order of the Board of Directors

K. SURESH
Vice President & Company Secretary

Details of Directors seeking Appointment/ re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

| Particulars | Mr. S Krishnamurthy | Mr. S Bapu | Mr. P D Karandikar | Ms. Chandra Ramesh |
|-----------------------|---|--|---|---|
| Date of Birth | 22.3.1939 | 24.7.1940 | 30.12.1949 | 09.06.1960 |
| Date of Appointment | 22/12/2009 | 30/03/2011 | 29/6/2010 | 23/03/2015 |
| Qualifications | First class graduate of Madras University with Master's Degree in Labour Management. He holds PG Diploma in HRM & IR & PM. He is also a Certified Associate of the Indian Institute of Bankers with a Bachelor's Degree in General Laws. | Post-graduate in Mathematics | IAS (Retd.) | FCA, ACS, AICWA, PGDM (IIM-A) and LICENTIATE IN INSURANCE. |
| Expertise in specific | Senior Banker with extensive experience of over 4 decades in the Reserve Bank of India and Commercial Banks. He served as General Manager (Vigilance & Inspection/Audit) in Indian Overseas Bank, Chennai for 5 years and also as the Chairman and CEO of Tamilnad Mercantile Bank Ltd., Tuticorin for over 5 years. He was Banking Ombudsman, Chennai for about two years | conversant with income tax law & chit funds laws, Acquainted with regulations applicable to NBFCs, Insurance Regulations | Experience of over 40 years. He has held several senior position as the Managing Director / CEO of Maharashtra Industrial Development Corporation, SICOM Ltd., Maharashtra State Road Development Corporation, etc. He had also served as a Director on a number of PSUs of State and Central government including Nuclear Power Corporation, Uranium Corporation of India, Heavy Water Board, Indian Rare Earths Limited, Electronic Corporation of India etc., He is currently serving as the Corporate Advisor for esteemed Groups like Mahindra & Mahindra, Finolex etc., | Cost and Management Accounting, budgeting and systems, Investment banking, lease / HP Financing, project counselling and Advisory services, stock broking, investment advisory and corporate insurance advisory |

Details of Directors seeking Appointment/ re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement) (contd.)

| Particulars | Mr. S Krishnamurthy | Mr. S Babu | Mr. P D Karandikar | Ms. Chandra Ramesh |
|---|--|---|---|---|
| Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies) | Director-Shriram City Union Finance Ltd., Kerala Ayurveda Ltd., and Take Solutions Ltd. | Director-Shriram Asset Management Co. Ltd | Director Finolex Industries Ltd Shriram Asset Management Co. Ltd Rajasthan Olive Cultivation Ltd IL & FS Renewable Energy Ltd IL & FS Wind Farms Ltd Ratedi Wind power P Ltd Khandke Wind Energy P Ltd Wind Urja India P Ltd Cabal Insurance Broking services P Ltd Finolex Plasson Industries P Ltd BVG India P Ltd | Promoter Director Procap Financial services P Ltd. Director- Bharat Re-insurance Brokers P Ltd Procap Commodities Pvt Ltd |
| Chairmanships / Memberships Of Committees of other Public Companies I. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee iv. CSR Committee | Member-Shriram City Union Finance Ltd., Kerala Ayurveda Ltd., and Take Solutions Ltd. Chairman- Shriram City Union Finance Ltd Member-Shriram City Union Finance Ltd., Kerala Ayurveda Ltd., | NIL | Chairman Shriram Asset Management Co. Ltd BVG India P Ltd Member Finolex Industries Ltd IL & FS Renewable Energy Ltd Ratedi Wind power P Ltd Khandke Wind Energy P Ltd Wind Urja India P Ltd Member Finolex Industries Ltd Member Finolex Industries Ltd IL & FS Renewable Energy Ltd Ratedi Wind power P Ltd Khandke Wind Energy P Ltd Wind Urja India P Ltd Member Finolex Industries Ltd IL & FS Renewable Energy Ltd | NIL |
| Number of shares held in the Company | NIL | NIL | NIL | NIL |

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

| | |
|---------------------------|--|
| Corporate Identity Number | L74210TN2000PLC045167 |
| Name of the company | |
| Registered office | 4th Floor, Sigapi Achi Building, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008, Ph:044-49015678. Website:www.shriramepc.com |

| | |
|--|--|
| Full Name of the Member attending (in Block Letters) | |
| Full Name of the first joint-holder | |
| Name of the Proxy | |

I/We, being the member (s) of shares of the above named company, hereby appoint

| | | |
|------------------------------|------------------------------|------------------------------|
| Name: | Name: | Name: |
| Address: | Address: | Address: |
| E-mail Id: | E-mail Id: | E-mail Id: |
| Signature: or failing him | Signature: or failing him | Signature: or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th ANNUAL GENERAL MEETING of the Company to be held on Thursday, 24th September, 2015 at 10.00 A.M. at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions : |
|-----------------------------|---|
| Ordinary Business: | |
| 1 | To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2015 including audited Balance Sheet as at 31 March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon |
| 2 | To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 16th Annual General Meeting |
| Special Business: | |
| Ordinary Resolution: | |
| 3 | Appointment of Mr. S Krishnamurthy (DIN: 00140414) as an Independent Director |
| 4 | Appointment of Mr. S Babu (DIN: 02541697) as an Independent Director |
| 5 | Appointment of Mr. P D Karandikar (DIN: 02142050) as an Independent Director |
| 6 | Appointment of Ms. Chandra Ramesh (DIN: 00938694), as an Independent Director |
| 7 | To re-appoint Mr. G Sundaresan, CMA as Cost Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 16th Annual General Meeting |
| 8 | To re-appoint Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice, as Secretarial Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 16th Annual General Meeting |
| Special Resolution: | |
| 9 | Re-appointment of Mr. T Shivaraman as Managing Director & CEO of the Company for a period of three years with effect from 20th September 2015 |
| 10 | Re-appointment of Mr. M Amjat Shariff as Joint Managing Director of the Company for a period of three years with effect from 20th September 2015 |
| 11 | Issue of equity shares on preferential basis to Indus Indbank in terms of ICDR Regulations in lieu of the Sacrifice amount |

Signed thisday of _____ 2015

Signature of shareholder:

Signature of Proxy holder(s) :

**Affix
Re. 1/-
Revenue
Stamp**

SHRIRAM EPC LIMITED
Registered Office: 4th Floor, Sigapi Achi Building,
18/3 Rukmini Lakshmipathi Road, Egmore, Chennai-600008
Corporate Identity Number : L74210TN2000PLC045176
Ph: 044-49015678, Website:www.shriramepc.com

ATTENDANCE SLIP
To be handed over at the entrance of the Meeting Hall

| | |
|--|--|
| Full Name of the Member attending (in Block Letters) | |
| Full Name of the first joint-holder | |
| Name of the Proxy | |

I/ We hereby record my/ our presence at the 15th ANNUAL GENERAL MEETING of the Company to be held on Thursday, 24th September, 2015 at 10.00 A.M.at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017.

| | |
|----------------------|--|
| No. of Shares held | |
| Registered Folio No. | |
| DP ID | |
| Client ID | |

Member's/Proxy's Signature

