

Shriram EPC Limited

Regd. office: 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, Egmore, Chennai-600008.
Ph.: 044-49015678 Fax: 044-49015655 Email: suresh@shriramepc.com website:www.shriramepc.com
CIN: L74210TN2000PLC045167

POSTAL BALLOT NOTICE

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), and other applicable provisions of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules under the Act, that the resolutions appended below are proposed to be passed by way of postal ballot.

Members' consent is requested for the proposal contained in the resolutions appended below. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

1. RATIFICATION OF THE APPOINTMENT OF MR. S BAPU – DIRECTOR

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. S Bapu (DIN: 02541697), Non-Executive Director of the Company, aged 78 years, whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Mr. S Bapu as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

2. APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by amending of clause 82 of Articles of Associations of the Company which shall read as under:-

The seal its custody and use

- i) The Directors have decided to the use the Common Seal of the Company optionally which is in tune with the Companies Amendment Act, 2015. Further the Common Seal shall never be used except by or under the authority of the Directors or a Committee of the Directors previously given, and in the presence of one Director at the least, who shall sign every instrument to which the Seal is so affixed in his presence.
- ii) The Common Seal shall be affixed on Share Certificates in the presence of same number of authorized officials who are authorized to sign the Share Certificate.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard."

By Order of the Board

Place: Chennai
Date: 12th November, 2018

K. Suresh
Vice President & Company Secretary

Registered Office: Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008.

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out all material facts is annexed hereto along with Postal Ballot Form for your consideration.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 23rd November, 2018.

The Board has appointed Mr. Rajiblochan Sarangi, Company Secretaries, Chennai, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.

The shareholders of the Company are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than the close of working hours 05.00 P.M. on or before 27th December 2018. Any postal ballot form received after this date shall be treated as if the reply from the shareholder of the Company has not been received.

The shareholders of the Company are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is also provided by the Company.

The special resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolutions is three times more than the votes, if any, cast against the said resolutions.

The Scrutinizer will submit their report to either Mr. T Shivaraman – Managing Director & CEO of the Company or Mr. K Suresh, Vice President & Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. T Shivaraman – Managing Director & CEO or Mr. K Suresh, Vice President & Company Secretary or any one of the Directors of the Company on 28th December, 2018 at 11.00 A.M. at Sigappi Achi Building, 4th Floor., 18/3 Rukmini Lakshmi pathi Road,, Egmore, Chennai-600008.

The date of declaration of the postal ballot result will be taken to be the date of passing of the resolutions. The results shall also be displayed on the website of the Company www.shriramepc.com.

The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Tamil Newspaper for the information of members, and will also be informed to the stock exchanges where the equity shares of the Company are listed.

In compliance with the Listing Agreement entered into with the Stock Exchanges and the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is also extended e-voting facility as an alternate, for all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for e-voting are as under:-In

case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat

Form For Members holding shares in

Physical Form

PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

(Applicable for both demat shareholders as well as physical shareholders)

DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

please enter any one of the details in order to login. In case, both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - b) The voting period begins on 10.00 a.m. on November 28th, 2018 and ends on 05.00 p.m. on December 27th, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 23rd, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or rsaevoting@gmail.com.
- (xviii) Mr. Rajiblochan Sarangi, Practicing Company Secretary (Membership No. ACS 20312),

Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link [https:// www.evotingindia.com](https://www.evotingindia.com) / or www.shriramepc.com or seek duplicate Postal Ballot Form from M/s. Cameo Corporate Services Limited fill in the details and send the same to the Scrutinizer.

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item no.1

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as `Listing Regulations`), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. S Bapu, Non-Executive Director of the Company, aged 78 years (date of birth July 24, 1940), whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members is sought to continue the appointment of Mr. S Bapu as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

A brief justification for continuation as Non-Executive Director on the Board of the Company with effect from April 1, 2019 is as under:

Mr. S Bapu, is a Non-Executive Director and holds NIL shares in the Company .

Mr. S. BAPU, a Post-graduate in Mathematics has held many senior positions as Advisor, Shriram Group Companies (From October 2002 onwards) Member, Central Administrative Tribunal (From April 1999 to July 2002), Chief Commissioner of Income tax (From April 1996 to April 1999).

Mr. Bapu is fairly conversant with income tax law & chit funds laws, Acquainted with regulations applicable to NBFCs, Insurance Regulations, and Basic principles of Accountancy & general laws

The continuation of appointment of Mr. S Bapu as Non-Executive Director of the Company with effect from April 1, 2019 is recommended by the Nomination and Remuneration Committee at its meeting held on November 12, 2018 and Board of Directors at their meeting held on November 12, 2018.

Except Mr. S Bapu, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Your Directors recommend the resolution for your approval.

Item no.2

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. Further Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA to make the use of Common seal optional upon Board approval.

The Ministry of Corporate Affairs vide its notification no. G.S.R.362 (E) dated 10th April 2018 has also amended the provisions relating to affixing of Common Seal on Share Certificates. The said notification states that the Common Seal shall be affixed on shares certificates in the presence of same number of authorized officials who are authorized to sign the Share Certificate.

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution.

Thus the Board recommends the resolution set forth in Item no. 2 for the approval of the members.

The copy of Memorandum & Articles of Association of the Company is open for inspection of the shareholders 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).

None of the Directors of the Company are interested or concerned in the passing of the above resolution.

By Order of the Board

Place: Chennai

Date: 12th November, 2018

Registered Office: Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008.

K. Suresh
Vice President & Company Secretary

Regd. Office : 4th Floor, Sigappi Achi Building, 18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai-600 008.
Ph.: 044-49015678 Fax: 044-49015655 Email: suresh@shriramepc.com, website:www.shriramepc.com
CIN: L74210TN2000PLC045167

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name(s) of Member(s) :
(including joint holders, if any)

2. Registered Address of the sole/
First Named member :

3. Registered Folio No. :
DP ID No/Client ID No*
*Applicable to Members holding
Shares in Demat Form

I/We hereby exercise my/our vote in respect of the resolutions to be passed under applicable provisions of the Companies Act, 2013 through Postal Ballot for the business stated in the Notice of the Company dated 12th November, 2018 by sending my/our assent or dissent to the Special Resolutions contained therein by placing the tick (√) mark at the appropriate box below

S. No.	Particulars	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Ratification of the appointment of Mr. S Bapu – Director		
2	Approval for alteration of Articles of Association		

Place:

Date :

Signature (s) of Member (s) / Shareholder (s)

INSTRUCTIONS

Please read the following instructions carefully

- 1 Please complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. You may also deliver the envelope containing postal ballot form, personally to the registered office of the Company or send it by courier at your expense.
- 2 The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3 The postal ballot form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholders, in case of joint holding, the form may be completed and signed by the next named shareholder. However where the form is sent separately by the first named shareholder and the joint holder(s) the vote of the first named shareholder will be valid.
- 4 In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority, with signature/s of authorised signatory (ies) duly attested.
- 5 Unsigned postal ballot forms will be rejected.
- 6 The votes should be cast either in favour or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (√) Postal ballot forms will be subject to rejection by the Scrutinizer.
- 7 A member need not use all the votes nor cast all the votes in the same way.
- 8 The right of voting by postal ballot shall be exercised only by the members.
- 9 There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
- 10 The notice of postal ballot is being dispatched to the members whose names appear on the Register of Member as on 23rd November 2018 and voting rights shall be reckoned on the paid up value of the equity shares registered in the name of shareholders as on the same date.
- 11 Duly completed postal ballot forms should reach the Scrutinizer in the enclosed self-addressed postage prepaid envelope not later than 05.00 P.M. on or before December 27, 2018. Any postal ballot form received after this date and time will be strictly treated as if the reply from the shareholder has not been received.
- 12 The result of the postal ballot will be announced by Mr. T Shivaraman – Managing Director & CEO or Mr. K Suresh, Vice President & Company Secretary or any one of the Directors of the Company on December 28, 2018 at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, Egmore, Chennai-600008.
- 13 You are requested not to send any other paper along with the postal ballot form. All envelopes will be sent to the Scrutinizer and the Scrutinizer will destroy any irrelevant paper found in the envelope.
- 14 The Scrutinizer's decision on the validity of postal ballot will be final.