

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. Disclosure of the correct name of the Allottee, Shares allotted to the allottees and Pre & Post Shareholding of the Allottee and the Company with respect to Item No.1 of the earlier Postal Ballot Notice dated 01st April 2017 pertaining to Preferential Issue to CDR Lenders

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

RESOLVED THAT the following corrections to the Postal Ballot Notice dated April 1, 2017 be noted and ratified.

- Page no.7- first line on the tabular column should read as:
IndusInd Bank instead of Indus bank
- Page no.7- 10th line on the tabular column sl.13 should read as IDBI Bank instead of IDBI
- Page no.8- point no.ix – Details of the proposed Allottees should read as :

Sl no	Particulars	Pre-holding as on 15th March 2017		Post issue holding	
		No of shares	% holding	No of shares	% holding
1	Allahabad Bank	22447590	2.40%	22735199	2.38%
2	Punjab National Bank	54190436	5.78%	54819671	5.74%
3	State Bank of Travancore	43664378	4.66%	43972052	4.60%
4	IndusInd Bank	22570188	2.41%	22870446	2.39%
5	Federal Bank Limited	14696301	1.57%	14893128	1.56%
6	Central Bank of India	91973534	9.82%	93302685	9.77%
7	Dena bank	15783416	1.68%	16019694	1.68%
8	South Indian Bank	39642196	4.23%	39694868	4.15%
9	Bank of Maharashtra	23941705	2.56%	24276658	2.54%
10	Corporation bank	3944858	0.42%	4192342	0.44%
11	State bank of Mysore	16476207	1.76%	16713827	1.75%
12	DBS Bank	0		37260215	3.90%
13	IDBI Bank	58644408	6.26%	59295781	6.21%
TOTAL		407975217	43.54%	450046566	47.11%

4. Page No.10 The Pre-post issue shareholding pattern of the Company to read as follows:

Shareholder details	Pre issue shareholding as on 15.03.2017	Holding	Post issue shareholding*	Holding
	No. of Shares	%	No. of Shares	%
A. Promoters/ Promoter Group:				
a. Indian Promoters	279391356	29.82%	279391356	29.19%
b. Foreign Promoters				
Total for Promoter Group (A)	279391356	29.82%	279391356	29.19%
B. Public Shareholdings:				
i Institutional				
Financial Institutions / Banks	631552927	67.40%	637019302	66.68%
Insurance Companies	317646	0.03%	317646	0.03%
Foreign Institutional Investors	1123624	0.12%	1123624	0.12%
Sub-total B 1	632994197	67.56%	638460572	66.83%
ii Non Institutional				
- Bodies Corporate	5249329	0.56%	18169225	1.90%
- Individuals	6047668	0.65%	6047668	0.63%
iii Any Other				
- Directors & their Relatives & Friends	14120	0.00%	14120	0.00%
- NRIs	61259	0.01%	61259	0.01%
- Clearing Shareholders	14468	0.00%	14468	0.00%
- HUFs	266474	0.03%	266474	0.03%
- Trusts	2762779	0.29%	2762779	0.29%
- Foreign Corporate Bodies	10166290	1.09%	10166290	1.06%
Sub-total B 2	24582387	2.62%	37502283	3.93%
Total Public Shareholdings (B)	657576585	70.18%	677837620	70.81%
GRAND TOTAL (A) + (B)	936967941	100.00%	957228976	100.00%

2. To increase the limit of guarantees, loans and advances / investments

To consider and if deemed fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 11-08-2015 consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder and subject to the approval of the Reserve Bank of India, if any, and other applicable rules, regulations, guidelines, notifications and circulars (including any statutory modifications or re-enactment thereof for the time being in force), and such

conditions as may be prescribed by any of the concerned authorities, to the board of directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to make/ give from time to time any guarantees, loan(s) and / or advance(s) to any Body or Bodies Corporate including Firms, Limited Liability Company(LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside India, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, to the extent of Rs.1450 Crores from the existing limit of Rs.1350 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which loans / advances / guarantees, that may be given or made, as may be determined by the Board thereof and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in this regard and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

This Notice will be available on the website of the Company (www.shriramepc.com), besides being communicated to the National Stock Exchange of India Limited and BSE Limited.

For Shriram EPC Limited

Place: Chennai

Date: August 24, 2017

T Shivaraman

Managing Director & CEO

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.
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 1st September, 2017.

The Board has appointed Mr. Rajib Lochan Sarangi, Practising Company Secretary, 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 05.00 P.M. on or before 05th October, 2017. 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 6th October, 2017. at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, 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 Clause 35B of the listing agreements 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 has also extended e-voting facility as an alternate, for its 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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*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 06th September, 2017 and ends on 05.00 p.m. on 05th October, 2017. 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 September 1, 2017, 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. Rajib Lochan Sarangi, Practising Company Secretary (Membership No. ACS 20312) 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 .ll 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

The members of the Company had in terms of Special Resolution passed through postal ballot, the results of which were declared on 4th May, 2017 approved the preferential allotment of up to 5466375 Equity shares of Rs.10/- each on Preferential Allotment basis to the CDR Lenders in lieu of the Working Capital Term Loan(WCTL) based on the final reconciliation in terms RBI Master Circular Guidelines dated 1st July 2014 and the approval of the CDR EG on June 22,2016. Subsequently, the Company made application to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for seeking its in-principle approval for listing of the Equity Shares allotted on preferential basis.

NSE has given its in-principle approval vide letter NSE/list/11776 dated 3/08/2017. NSE has advised the Company to disclose the name correction of Indus Indbank and the correct shareholding of the Allottees and the post issue shareholding pattern of the Allottees and of the Company as there was a typographical error in the previous notice to the shareholders and to get it ratified by the shareholders before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 73(1) (e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Accordingly, the Company has disclosed the correct shareholding of the Allottees and the post issue shareholding pattern of the Allottees and of the Company and the Board of Directors of the Company recommend the Resolution for approval of shareholders by way of a Special Resolution.

None of the directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the Company

Item No.2

At the Deemed General Meeting of the Company held on 11th August 2015, the shareholders of the Company had granted to the Board of Directors powers to make / give from time to time any loan(s) and / or advance(s) to any Body or bodies corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside, India which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 and rules thereunder(including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.1250 Crores and Guarantees to the extent of Rs. 100 Crores.

The additional increase in limit sought is for guarantee limit that may accrue in future. Hence, it is proposed to increase the present Guarantee limit of Rs. 100 Crores to Rs.200 Crores for a total limit of Rs.1450 Crores with the Loans/ advances to Subsidiary / associate Companies/ Other Bodies Corporate limit remaining at Rs.1250 Crores.

Approval of the shareholders is sought for increasing the Guarantee limit from Rs.100 Crores to Rs.200 Crores. Hence, as per the provisions of Section 186 of the Companies Act, 2013 and the applicable rules thereunder, approval of the shareholders is sought for the increase in limits by way of a Special Resolution. The below mentioned table will detail the present limits and the increased limits sought:

Particulars	Present limits (Rs. in Crores)	Increased limit sought (Rs. in Crores)	Total not exceeding (Rs. in Crores)
Loans / advances to Subsidiary / associate Companies / Other Bodies Corporate	1250.00	NIL	1250.00
Guarantees to Subsidiary / associate Companies / Other Bodies Corporate	100.00	100.00	200.00
Total	1350.00	100.00	1450.00

The following Directors of the Company is deemed to be concerned/interested in the above said resolution being Directors of the subsidiary/associate/ group companies of the Company:

S.No. Name & Designation

- 1 Mr. R. Sundararajan, Director
- 2 Mr. T Shivaraman, Managing Director & CEO

None of the Directors / Key Managerial Personnel of the Company or their relatives other than above is concerned or interested.

For Shriram EPC Limited

Place: Chennai

Date: August 24, 2017

T Shivaraman

Managing Director & CEO

Registered Office:

Sigappi Achi Building, 4th Floor

18/3 Rukmini Lakshmi pathi Road,

Egmore, Chennai-600008

