

POSTAL BALLOT NOTICE

Notice pursuant to Section 192A of the Companies Act, 1956

To the shareholder(s) of Shriram EPC Limited (the Company)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed as an ordinary resolution 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 resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

1. Re-appointment of Mr. T Shivaraman as Managing Director & CEO

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

RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re- appointment of Mr. T Shivaraman as Managing Director & CEO of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. T Shivaraman.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. T Shivaraman will be paid remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

2. Re-appointment of Mr. M Amjad Shariff as Joint Managing Director

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

RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re- appointment of Mr. M Amjad Shariff as the Joint Managing Director of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. M Amjad Shariff.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. M Amjad Shariff will be paid remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

By Order of the Board

Place: Chennai
Date: May 10th, 2013
Registered Office: 4th Floor, Sigappi Achi Building,
18/3 Rukmini Lakshmi pathi Salai,
Egmore, Chennai-600008.

K.SURESH
Company Secretary

NOTES:

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the business set out in the notice above are sought to be passed by postal ballot.
3. The Board has appointed Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders 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 before the close of working hours on or before 19th June 2013. Any postal ballot form received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.
5. ~~The shareholders are requested 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 not being provided by the Company.
6. The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the postal ballot forms.
7. The results of the Postal Ballot will be announced by Mr. S R Ramakrishnan, Chairman of the Board of Directors of the Company or any other Director of the Company or Mr. K. Suresh - Vice President and Company Secretary on 20th June 2013 at No. D-17, SIPCOT Industrial Complex, Gummidipoondi – 601 201 and the results of the postal ballot will be displayed at the registered office, will be informed to the Stock Exchanges and also hosted on the Company's website, <http://www.shriramepc.com>, and published in the newspapers viz., The Hindu Business Line and Tamil Daily Thinaboomi .
8. The ordinary resolution mentioned above shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the said resolutions.

EXPLANATORY STATEMENT

Annexure to Notice - Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item no. 1:

Your Directors at their meeting held on September 10, 2007 had inducted Mr. T. Shivaraman as an Additional Director of the Company, and appointed him as the "Managing Director and Chief Executive Officer (MD & CEO)" of the Company under Section 269 of the Companies Act, 1956 read with Schedule XIII for a period of five years with effect from 20th September 2007 to till 19th September 2012 and at a remuneration of Rs. 30 Lakhs per annum payable in line with Schedule XIII of the Companies Act, 1956.

The said appointment was approved by the shareholders at the extraordinary general meeting of the company held on 20th September 2007. Subsequently your Directors at their meeting held on 24th May 2010 considering the recommendations of the Remuneration Committee, had revised the remuneration of Mr. T Shivaraman and the same was approved by the Shareholders at the meeting held on 29th September 2010.

Your Directors have now at their meeting held on 10th May 2013 had approved re-appointment of Mr. T Shivaraman as the Managing Director & CEO for a further term of three years effective from 20th September 2012 till 19th September 2015 at the same remuneration subject to the approval of the Shareholders of the Company to be obtained through the proposed Postal Ballot.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of Members. Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Mr. T Shivaraman is interested in the resolution which pertains to his re-appointment.

Save and except the above, no other director of the company is, in any way, concerned or interested, in this resolution.

The above may be treated as an abstract under Section 302 of the Companies Act, 1956.

Item no. 2:

Your Directors at their meeting held on September 10, 2007 had inducted Mr. M. Amjad Shariff as an Additional Director of the Company, and appointed him as the "Joint Managing Director (JMD)" of the Company under Section 269 of the Companies Act, 1956 read with Schedule XIII for a period of five years with effect from 20th September 2007 to till 19th September 2012 and at a remuneration of Rs. 30 Lakhs per annum payable in line with Schedule XIII of the Companies Act, 1956.

The said appointment was approved by the shareholders at the extraordinary general meeting of the company held on 20th September 2007. Subsequently your Directors at their meeting held on 24th May 2010 considering the recommendations of the Remuneration Committee, had revised the remuneration of Mr. M Amjad Shariff and the same was approved by the Shareholders at the meeting held on 29th September 2010.

Your Directors have now at their meeting held on 10th May 2013 had approved re-appointment of Mr. M Amjad Shariff as the Joint Managing Director for a further term of three years effective from 20th September 2012 till 19th September 2015 at the same remuneration subject to the approval of the Shareholders of the Company to be obtained through the proposed Postal Ballot.

The Board of Directors accordingly recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of Members. Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Mr. M Amjad Shariff is interested in the resolution which pertains to his re-appointment.

Save and except the above, no other director of the company is, in any way, concerned or interested, in this resolution.

The above may be treated as an abstract under Section 302 of the Companies Act, 1956.

By Order of the Board

Place: Chennai
Date: May 10th, 2013
Registered Office: 4th Floor, Sigappi Achi Building,
18/3 Rukmini Lakshmi pathi Salai,
Egmore, Chennai-600008.

K.SURESH
Company Secretary

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

4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the ordinary resolutions to be passed under Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 through Postal Ballot for the business stated in the Notice of the Company dated 10th May 2013 by sending my/our assent or dissent to the Special Resolution contained therein by placing the tick (✓) mark at the appropriate box below:

Particulars	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Reappointment of Mr. T Shivaraman as the Managaing Director & CEO for a period of three years from 20th September 2012 to 19th September 2015 at the same remuneration as approved by the Shareholders at the meeting held on 29/09/2010.		
Reappointment of Mr. M Amjad Shariff as the Joint Managaing Director for a period of three years from 20th September 2012 to 19th September 2015 as approved by the Shareholders at the meeting held on 29/09/2010		

Place:

Date :

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

Note: Please read carefully the instructions printed overleaf.

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 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 received 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. Voting rights in the Postal Ballot cannot be exercised by a proxy. 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 and proxies are not allowed.
9. Members may please note that the voting on the resolutions as contained in this notice will be made through Postal Ballot only and the Company has not appointed any agency for electronic voting in this regard.
10. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
11. The notice of Postal Ballot is being dispatched to the members whose name appear on the Register of Member as on 17th May , 2013 and voting rights shall be reckoned on the paid up value of the shares registered in the name of shareholders as on that date.
12. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours (5.30 P.M.) on Wednesday, the 19th June 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
13. The results of the Postal Ballot will be announced by Mr. S R. Ramakrishnan, Chairman of the Board or any other Director present or Mr. K Suresh, Vice President & Company Secretary on 20th June 2013 at 11.00 A.M at No. D-17, SIPCOT Industrial Complex, Gummidipoondi – 601 201.
14. 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.
15. The Scrutinizer's decision on the validity of Postal Ballot will be final.