

**Shriram Epc**  
Engineering the future  
**Shriram EPC Limited**

Regd. Office : 4<sup>th</sup> Floor, Sigappi Achii Building, 18/3, Rukmini Lakshmiipathi Salai,  
Egmore, Chennai 600 008. Corporate Identification Number: L74210TN2000PLC045167

**NOTICE**

**DESPATCH OF POSTAL BALLOT FORMS**

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 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, the despatch of Postal Ballot Notice dated 9<sup>th</sup> July 2015, together with the postage pre-paid envelope has been completed on 9<sup>th</sup> July 2015 seeking approval of the Shareholders for the items specified in the said Notice.

The members can commence voting through postal ballot and the completed ballot papers duly signed may be returned to the Scrutiniser in the Postage Pre-paid Envelope on or before 08.08.2015.

By order of the Board  
(T. Shivaraman)  
Managing Director & CEO

Place : Chennai - 600 008  
Date : 10.07.2015

**மதுரை தமிழகம் சென்னை 11-7-2015**

**Shriram Epc**  
Engineering the future  
**ஸ்ரீராம் இபிசி லிமிடெட்**

பதிவு அலுவலகம் : 4வது தளம், சிகப்பி ஆச்சி கட்டிடம், 18/3, ருகுமினி லக்ஷ்மிபதி சாலை,  
ஏழமூர், சென்னை 600 008. Corporate Identification Number: L74210TN2000PLC045167

**அறிவிப்பு**

**தபால் வாக்கு படிவங்கள் அனுப்புக**

கம்பெனிகள் சட்டம் 2013, பிரிவு 110 மற்றும் கம்பெனிகள் சட்டம் 2013, பிரிவு 110 கம்பெனிகள் சட்டம் 2013 (சட்டம்) மற்றும் இதர கொருந்தம் வாகங்கள் எதிரொயிரப்பிள் அதன்மற்றும் விதி 22, கம்பெனிகள் மேலாண்மை மற்றும் நிர்வாகம் விதிகள், 2014ன் கீழ், 9 ஜூலை 2015 தேதியிட்ட தபால் வாக்கு அறிவிக்கை, அறிவிப்பில் தரப்பட்டுள்ள பணிகளுக்காக பங்குதாரர்களின் ஒப்புதலைப் பெறும் வகையில் தபால் தலை முன்னரே ஒட்டப்பட்ட உள்நிலில் போடப்பட்டு அவர்களுக்கு அனுப்பும் பணியாளர் 08.07.2015 அன்றுடன் முழுவதுமாக முடிக்கப்பட்டுள்ளது.

உறுப்பினர்கள், தபால் வாக்கு பதிவு மூலமாக வாக்களிக்கவும், முழுவதுமாக பூர்த்தி செய்யப்பட்டு கையெழுத்திடப்பட்ட வாக்குப் படிவங்கள், தபால் தலை முன்னரே ஒட்டப்பட்ட உள்நிலில் போடப்பட்டு, 08.08.2015 அன்று அல்லது அதற்கு முன்னர், ஆய்வாளர் அவர்களுக்கு அனுப்பப்பட வேண்டும்.

இயக்குநர் குழு ஆணைப்படி  
(சி சிவராமன்)

இடம் : சென்னை-600 008  
தேதி : 10.07.2015

நிர்வாக இயக்குநர் & தலைமை செயல் அதிகாரி

## Shriram EPC Limited

Regd. office: 4<sup>th</sup> Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, Egmore, Chennai-600006.  
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. Amendment in Object clause of Memorandum 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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Tamilnadu, Chennai to include the following Clause No.13 to the main objects of the Memorandum of Association of Company:

"To carry on business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, agents of Ropeway systems, cable cars, light rail systems, ski lifts, mass transit systems, railway systems and components and sub-assemblies for all applications".

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Tamilnadu, Chennai."

#### 2. Adoption of new set of Articles of Association as per new Companies Act 2013

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 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Tamilnadu, Chennai."

#### 3. Disclosure of Ultimate Beneficial Owners of the allottees with respect to Item No.1 'Preferential issue of equity shares of the Company' in the notice of Postal Ballot dated 5<sup>th</sup> May, 2015

To consider and, if thought fit to give ASSENT/DISSENT to the following Resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the special resolution passed by the shareholders of Shriram EPC Limited through postal ballot passed on 6<sup>th</sup> June, 2015, the members of the company be and are hereby directed to note the following allottee, whose ultimate beneficiary details are provided herein below:

Sl no	Name of the allottee	Category of persons	If allottee is not a natural person, Identity of the natural person who are the ultimate beneficial owner of the shares proposed to be Issued, if applicable	No. of equity shares proposed to be allotted	Pre Preferential allotment		Post preferential allotment	
					No. of shares	%	No. of shares	%
1.	IFCI Factors	Banks/ Institutions	Government of India. The holding Company, IFCI Ltd is controlled 51% by the Central Government from April 2015, which in turn holds 99.87% in IFCI Factors Ltd	4,57,853	NIL	NIL	4,57,853	0.14

RESOLVED FURTHER THAT the names of the ultimate beneficiaries of the above allottee be and is hereby noted and approved, to enable Shriram EPC Limited or its Board of Directors to take requisite further action for seeking listing approval from BSE Limited and from National Stock Exchange Ltd, for the Equity Shares allotted on preferential basis.

RESOLVED FURTHER THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the Company vide Special Resolution dated 6<sup>th</sup> June, 2015 remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts".

**4. Disclosure of correct post issue shareholding pattern with respect to Item No.1 and Item No. 2 of 'Preferential issue of equity shares of the Company' in the notice of Postal Ballot dated 5<sup>th</sup> May, 2015**

To consider and, if thought fit to give ASSENT/DISSENT to the following Resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the special resolution passed by the shareholders of Shriram EPC Limited through postal ballot passed on 6<sup>th</sup> June, 2015, approval of the members of the company be and is hereby accorded to the allotment of up to 9,49,96,968 Equity shares of Rs.10/- each on Preferential Allotment basis to the CDR Lenders in lieu of the Funded Interest Term Loan and up to 4,59,65,044 Equity shares of Rs.10/- each on Preferential Allotment basis to the CDR Lenders in lieu of the sacrifice in terms RBI Master Circular Guidelines dated July 01, 2014 and the approval of the CDR EG on April 24, 2015, whose post issue shareholding is as under:

Category	Pre-Issue as of 31.03.2015		Post Issue	
	No. of Shares	% of share capital	No. of Shares	% of share capital
<b>A.Promoters/Promoter Group:</b>				
a. Indian Promoters	6,03,34,526	69.87%	17,14,77,383	50.66%
b. Foreign	-	-	-	-
<b>Total for Promoter Group (A)</b>	<b>6,03,34,526</b>	<b>69.87%</b>	<b>17,14,77,383</b>	<b>50.66%</b>
<b>B. Public Shareholdings:</b>				
<b>I. Institutional</b>				
Financial Institutions / Banks	3,22,646	0.37%	14,12,84,658	41.74%
Insurance Companies	-	-	-	-
Foreign Institutional Investors	11,28,530	1.31%	11,28,530	0.33%
Others	-	-	-	-
<b>Sub-Total B1</b>	<b>14,51,176</b>	<b>1.68%</b>	<b>14,24,13,188</b>	<b>42.06%</b>

Category	Pre-Issue as of 31.03.2015		Post-Issue	
	No. of Shares	% of share capital	No. of Shares	% of share capital
<b>II Non Institutional</b>				
- Bodies Corporate	39,60,308	4.59%	39,60,308	1.17%
- Individuals	47,36,471	5.48%	47,36,471	1.40%
<b>III Any Other</b>				
- Directors & their Relatives & Friends	14,120	0.02%	14,120	0.00%
- NRIs	64,810	0.08%	64,810	0.02%
- Clearing Shareholders	44,718	0.05%	44,718	0.01%
- HUFs	2,33,514	0.27%	2,33,514	0.07%
- Trusts	37,86,779	4.38%	37,86,779	1.12%
- Foreign Corporate Bodies	1,17,31,762	13.59%	1,17,31,762	3.47%
<b>Sub-Total B2</b>	<b>2,45,72,482</b>	<b>28.45%</b>	<b>2,45,72,482</b>	<b>7.26%</b>
<b>Total Public Shareholdings (B)</b>	<b>2,60,23,658</b>	<b>30.13%</b>	<b>16,69,85,670</b>	<b>49.34%</b>
<b>Grand Total (A) + (B)</b>	<b>8,63,58,184</b>	<b>100.00%</b>	<b>33,84,63,053</b>	<b>100.00%</b>

RESOLVED FURTHER THAT the corrected post issue shareholding be and is hereby ratified and approved, to enable Shriram EPC Limited or its Board of Directors to take requisite further action for seeking listing approval from BSE Ltd & National Stock Exchange Ltd, for the Equity Shares allotted on preferential basis.

RESOLVED FURTHER THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the Company vide Special Resolution dated 6th June, 2015 remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts".

5. TO CONSIDER AND GIVE ASSENT/ DISSENT TO FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

**To increase the limit of loans and advances / investments**

"RESOLVED THAT in supersession of all the resolution passed by the shareholders of the Company, consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and rules 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), if any 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 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, 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.

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 been given approval thereto expressly by the authority of this resolution."

By Order of the Board

Place: Chennai

K.Suresh

Date: 9<sup>th</sup> July, 2015

Vice President & Company Secretary

Registered Office: 4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmiipathi Salai,  
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 9<sup>th</sup> July, 2015.

The Board has appointed Mr. R. Sridharan of Messrs. R. Sridharan & Associates, 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 05.00 P.M. on or before 8<sup>th</sup> August, 2015. 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 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 10<sup>th</sup> August, 2015 at 11.00 A.M. at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmiipathi 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](http://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](http://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](http://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 10<sup>th</sup> July, 2015 and ends on 05.00 p.m. on 8<sup>th</sup> August, 2015. 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 03-07-2015, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com).
- (xviii) Mr. R Sridharan, Practising Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, 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> / or [www.shriramepc.com](http://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

The Company is foraying into a new area of activity- as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, agents of ropeway systems, cable cars, light rail systems, ski lifts, mass transit systems, railway systems and components and sub-assemblies for all applications, which they feel will result in more opportunities and growth for the Company.

Hence, It is necessary to include clause 13 in the main object clause in its Memorandum of Association.

This inclusion of a new object clause in its main object clause in the Memorandum of Association was approved by the Board of Directors at their meeting held on 26<sup>th</sup> June 2015 and have recommended the same for the approval of the shareholders. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is sought for the same.

Your Directors recommend passing of the special resolution as mentioned in Item No. 1 of the Notice.

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

**Item No. 2**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956

The Articles of Association were further amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Deemed General Meeting. The proposed draft Articles of Association is available on the Company's website at [www.shriramepc.com](http://www.shriramepc.com) for perusal by the shareholders.

None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item no. 2 for the approval of Members.

**Item no. 3 & 4**

The members of the Company had in terms of Special Resolutions passed through postal ballot, the results of which were declared on 6<sup>th</sup> June, 2015, approved the preferential issue of up to 9,49,96,868 Equity shares of Rs.10/- each on Preferential Allotment basis to the CDR Lenders under the Funded Interest Term Loan and up to 4,59,65,044 Equity shares of Rs.10/- each on Preferential Allotment basis to the CDR Lenders in terms RBI Master Circular Guidelines dated 1<sup>st</sup> July 2014 and the approval of the CDR EG on April 24, 2015. 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 issued on preferential basis.

BSE has given its in-principle approval by its letter dated June 22, 2015 and June 23, 2015 for afore-mentioned issue of equity shares. In terms of the said letters, BSE has advised the Company to disclose the correct post issue shareholding pattern as there was a typographical error in the previous notice to the shareholders.

Further, the Company had undertaken to disclose the identity of ultimate beneficiary of IFCI Factors Ltd in the next communication to the shareholders of the Company. Accordingly, the Company has disclosed the ultimate beneficiaries of IFCI Factors Ltd in terms of special resolution dated 6<sup>th</sup> June, 2015, and the Board of Directors of the Company recommend the Resolution in item no. 3 for approval of shareholders by way of a Special Resolution.

Further, in order to disclose the correct post issue shareholding, the Board of Directors of the Company recommend the Resolution in item no. 4 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, if any.

**Item no.5**

At the Deemed General Meeting of the Company held on 31<sup>st</sup> October 2014, 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, 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.1000 Crores and Guarantees to the extent of Rs. 100 Crores.

The additional increase in limit sought is for any interest on the loans/advances that may accrue in future. Hence, it is proposed to increase the present limit of Rs. 1000 Crores by Rs.250 crs for a total limit of Rs.1250 crs with the guarantee limit remaining at the existing Rs.100 crores.

Approval of the shareholders is sought for increasing the limit from Rs.1000 Crores to Rs.1250 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:

Rs. In crs

Particulars	Present limits	Increased limit sought	Total not exceeding
Loans/ advances to Subsidiary /associate Companies/ Other Bodies Corporate	1000.00	250.00	1250.00
Guarantees to Subsidiary /associate Companies/ Other Bodies Corporate	100.00	NIL	100.00
Total	1100.00	250.00	1350.00

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. S Srinivasan , Director
3	Mr. T Shivarman, Managing Director & CEO
4	Mr. Vishal Gupta, Director

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

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.5 of the Postal Ballot Notice.

By Order of the Board

Place: Chennai

Date: 9<sup>th</sup> July, 2015

Registered Office: 4th Floor, Sigappi Achi Building,  
19/3 Rukmini Lakshmi pathi Salai,  
Egmore, Chennai-600008

K.Suresh  
Vice President & 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

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 9<sup>th</sup> July 2015 by sending my/our assent or dissent to the Ordinary / 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	Amendment in Object clause of Memorandum of association		
2	Adoption of new set of Articles of Association as per new Companies Act 2013		
3	Disclosure of Ultimate Beneficial Owners of the allottees with respect to Item No.1 'Preferential issue of equity shares of the Company' in the notice of Postal Ballot dated 5 <sup>th</sup> May, 2015		
4	Disclosure of correct post issue shareholding pattern with respect to Item No.1 'Preferential issue of equity shares of the Company' in the notice of Postal Ballot dated 5 <sup>th</sup> May, 2015		
5	To Increase the limit of loans and advances / investments		

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 3<sup>rd</sup> July, 2015 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 8<sup>th</sup> August, 2015. 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 10<sup>th</sup> August, 2015 at 11.00 A.M. at 4<sup>th</sup> 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.