

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
MUMBAI-400 051

BSE Limited
14th Floor, P.J. Towers
Dalal Street
MUMBAI-400 001

NSE Symbol SHRIRAMEPC

Scrip Code : 53245

September 9, 2017

Dear Sir/Madam,

Sub: Submission of Copies of the Notice confirming despatch of postal ballot

~*~


As required under the Clause 31(e) of the Listing Agreement we are enclosing herewith copies of the publication in English News Paper Daily "THE FINANCIAL EXPRESS" and Vernacular News Paper "Maalai Tamizhagam" both dated 07.08.2017 regarding completion of Despatch of Postal Ballot Notice.

We are also attaching herewith scanned Copies of Notice of Postal Ballot dt.24.08.2017 along with the Explanatory Statement pursuant to Section 110 of the Companies Act, 2013 published / emailed to the Shareholders.

Kindly take the same on record and confirm.

Thanking you,

Yours faithfully,
For **Shriram EPC Limited**,



K. SURESH,
Company Secretary.

Encl.: as above

Shriram EPC Limited

1st Floor, 'Rajah Annamalai Building', No.18/3, Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008. India. Ph : +91 44 4900 5555, Fax : +91 44 4900 5599 / 4269 2155
Regd. Office : 4th Floor, 'Sigapi Achi Building', No.18/3, Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008. Ph : +91 44 4901 5678 Fax : +91 44 4901 5655
E-mail : info@shriramepc.com, website : www.shriramepc.com



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E-mail : info@shriramepc.com, website : www.shriramepc.com
CIN : L74210TN2000PLC045167





Engineering the future
Shriram EPC Limited

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 Corporate Identification Number: L74210TN2000PLC045167

NOTICE OF POSTAL BALLOT/E-VOTING

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 ("the act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof), the Company has sent an email on 05.09.2017 through Central Depository Services Limited (CDSL) along with the details of User ID and password to the members who have registered their email ID with depositories or the Company and completed the dispatch on 05.09.2017 of Postal Ballot Notice and Postal Ballot Form dated 24th August, 2017 along with the self-addressed, postage pre-paid envelope to the Members seeking their consent by way of two Special Resolution in respect of (i) 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 (ii) To increase the limit of guarantees, loans and advances / Investments as set out in the Postal Ballot Notice. The Postal Ballot Notice and Postal Ballot Form are also available on <http://www.shriramepc.com> and www.evoting@cdslindia.com
Mr. Rajiblochan Sarangi (Membership No.20312) Practicing Company Secretary has been appointed as the Scrutinizer to receive and scrutinize the Postal Ballot Forms in a fair and transparent manner.
The Member of the Company holding Shares either in physical form or dematerialized form, as on cut-off date i.e., 01st September 2017 have option to exercise their votes either electronically or by way of physical Postal Ballot and a person who is not a member as on cut-off date should treat this Notice for information purpose only. The Company is providing the facility to the members to exercise the right to vote by electronic means through e-voting platform provided by CDSL.

Details of Postal Ballot Schedules:

Sl. No.	Particulars	Schedule
a)	Date of Completion of dispatch of Postal Ballot Notice	05.09.2017
b)	Cut-off date for voting i.e., date reckoned for considering the eligibility of the members to vote	01.09.2017
c)	The date and time of commencement of voting including e-voting	06.09.2017
d)	End of e-voting	05.10.2017
e)	Last date for receipt of Postal Ballot votes and closure of e-voting	05.10.2017
f)	Declaration of results of voting	06.10.2017

Notes : The Members are requested to note that;

- The duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours 05.10.2017 i.e., 30 days from the dispatch of notice. Postal Ballot forms received after this date will be invalid and strictly treated as no reply has been reckoned from the member.
- The e-voting module shall be forthwith blocked by CDSL after 5.00 p.m on 05.10.2017.
- The Postal Ballot Notice and Form can also be downloaded from our website www.shriramepc.com Members who require a duplicate Postal Ballot Form or Members who have received the Postal Ballot Notice by email and wishes to vote through physical Postal Ballot Form, can also send an email to www.evoting@cdslindia.com for receiving the Postal Ballot Form.
- Any queries or grievances connected with the remote e-voting and Postal Ballot process, may please be addressed to Mr. K Suresh, Vice President & Company Secretary at the Registered office at Sigappi Achi Building, 4th Floor, 18/3, Rukmini Lakshmi Pathi Road, Egmore, Chennai-600 008 or email to suresh@shriramepc.com

By Order of the Board
For Shriram EPC Limited
K.SURESH

Place : Chennai
Date : 06.09.2017

Vice President & Company Secretary



Engineering the future
ஸ்ரீராம் இபிசி லிமிடெட்

பதிவு அலுவலகம் : 4வது தளம், சிகப்பி ஆச்சி கட்டிடம், 18/3, ருக்மிணி லக்ஷ்மிபதி சாலை, எழும்பூர், சென்னை 600 008. தொ.பே.: 044-4901 5678; ஃபேக்ஸ் : 044-4901 5655; ஈமெயில் : suresh@shriramepc.com இணையதளம் : www.shriramepc.com Corporate Identification Number L74210TN2000PLC045167

கம்பெனிகள் சட்டம் 2013 (சட்டம்), பிரிவு 110, அதனுடன் விதி 22 கம்பெனிகள் (மேலாண்மை மற்றும் நிர்வாகம்) விதிகள் 2014, செபி (பட்டியல் பொறுப்பு மற்றும் வெளிப்படுத்தல் தேவைகள்) ஒழுங்குமுறைகள் 2015 (LODR ஒழுங்குமுறைகள்), ஒழுங்குமுறை 44ன்படி (நீத சட்டத்தின்படி மாற்றம் மற்றும் மறு எண்கட்டிடம் உட்பட), பொதுநலனாக அல்லது கம்பெனியின் தங்களுக்கு மின்னஞ்சல் IDயின் பதிவு செய்துள்ள உறுப்பினர்களுக்கு, பன்னிட்பாளர் ID மற்றும் ரகசியமெல் விவரங்களை மின்னஞ்சலில் 05.09.2017 அன்று சென்ட்ரல் டெபாசிடரி ஸர்வீஸ் லிமிடெட் (CDSL) மூலம் கம்பெனி அனுப்பியுள்ளது மற்றும் கீழ்க்கண்டவைகளுக்கு இரண்டு சிறப்பு தீர்மானங்களின்மூலம் உறுப்பினர்களின் ஒப்புதலைப் பெறும் வகையில், ஆகஸ்ட் 24, 2017 தேதியிட்ட தபால் வாக்கு அறிவிப்பு மற்றும் தபால் வாக்குப் படிவம் ஆகியவை வட-முகவரியிட்டு, தபால்தலை முன்னே ஒட்டப்பட்டு, அனுப்பப்பட்ட மூலம் 05.09.2017 அன்று முடிவடையாத செய்தி முடிக்கப்பட்டுள்ளது என உறுப்பினர்களுக்கு அறிவிக்கப்படுகிறது. (i) CDR கனிட்பாளர்களின் முன்னுரிமை இலாப தொகை, ஏப்ரல் 01, 2017 தேதியிட்ட, முந்தைய தபால் வாக்கு அறிவிப்பில் அறிவிக்கப்பட்டிருந்திருந்தாலும், ஒதுக்கீடுதொடரின் சரியான பெயர், ஒதுக்கீடுதொகுக்கு ஒதுக்கப்பட்ட பங்குகள் மற்றும் ஒதுக்கீடுதொடரின் நிறுவனத்தின் பி & போர்ட் பங்குதலைகளை வெளியிடுதல் (ii) தபால் வாக்கு அறிவிப்பில் தபால் வாக்கு, உத்தரவாதங்கள், கடன்கள் மற்றும் முன்சொலனைகள்/முதலீடுகளின் வரம்பினை உறுப்பினர்களுக்கு தபால் வாக்கு அறிவிப்பு மற்றும் தபால் வாக்குப் படிவம் ஆகியவை <http://www.shriramepc.com> மற்றும் www.evoting@cdslindia.com என்ற இணையதளங்களிலும் கிடைக்கும். தபால் வாக்குப் படிவங்களைப் பெற்று, தேர்ந்தெடுத்திருக்கும் தெரிவித்திருப்பவரின் முறையில் அவைகளை அப்படி செய்தி, திரு. ராஜிபலோசன் சாரங்கி (உறுப்பினர் எண். 20312), செயல்பாட்டு நிறுவனச் செயலர் அவர்கள் ஆய்வுசாரங்கிப்படுத்தப்பட்டுள்ளார். இறுதி தேதியான, செப்டம்பர் 01, 2017 அன்று, பங்குகளை நேரடி வாங்கியோ அல்லது டெபாசிடரி மூலமாகவோ அல்லது நேரடியாக தபால் வாக்குப்பதிவு மூலமாகவோ தங்களுக்கு வாக்குகளை அளிக்கலாம். மேலும், இறுதி தேதியன்று ஒரு நாள், கம்பெனியின் உறுப்பினராக இல்லாத பட்சத்தில், இந்த அறிவிப்பினை அளர் தகவல் நோக்கத்திற்காக மட்டும் கருது வேண்டும். CDSL வழங்கும் மின்னஞ் வாக்குப்பதிவு நடைமுறையின் மூலம் மின்னஞ் முறையில் வாக்களிக்கும் வசதியை உறுப்பினர்களுக்கு கம்பெனி வழங்குகிறது. தபால் வாக்குப்பதிவு அட்டவணை விவரங்கள் :

வ. எண்.	விவரங்கள்	அட்டவணை
அ)	தபால் வாக்கு அறிவிப்பு அனுப்பப்பட்ட நிறுவனத் தேதி	05.09.2017
ஆ)	வாக்குப்பதிவுகளை இறுதி தேதி, அதாவது, வாக்களிக்கும் உறுப்பினர்களின் தகுதியைக் கருதுவதற்கான தேதி	01.09.2017
இ)	மின்னஞ் வாக்குகள் உட்பட, வாக்குப்பதிவு தபால்கள் துவங்கும் தேதி மற்றும் நேரம்	06.09.2017
ஈ)	மின்னஞ் வாக்குகள் முடிவடையும்	05.10.2017
ஈ)	தபால் வாக்குகள் பெறுவதற்கான கடைசி தேதி மற்றும் மின்னஞ் வாக்குகள் முடிவு	05.10.2017
உ)	வாக்கு முடிவடைய வெளியிடுதல்	06.10.2017

குறிப்பு : உறுப்பினர்கள் கீழ்க்கண்டவற்றை குறித்துக் கொள்ளுமாறு கேட்டுக் கொள்ளப்படுகிறார்கள் :

- முறைப்படி பூர்த்தி செய்யப்பட்ட தபால் வாக்குப் படிவங்களை, அப்பள்ளியும், அறிவிப்பு அனுப்பிய தேதியிலிருந்து 30 நாட்களுக்குள், அதாவது, 05.10.2017 அன்று வேலை முடிவடையும் நேரத்திற்கு முன்பும் அனுப்பி வைக்க வேண்டும். இந்த தேதிக்கு பின்னர் பெறப்படும் தபால் வாக்குப் படிவங்கள் செல்லுபடியாகாததாகவும், உறுப்பினரிடமிருந்து பதில் ஏதும் பெறப்படாததாகவும் உறுதியாகக் கருதப்படும்.
- 05.10.2017 அன்று மாலை 5.00 மணிக்கு பின்னர் மின்னஞ் வாக்கு முறை CDSL-ஆல் நிறுத்தப்படும்.
- தபால் வாக்கு அறிவிப்பு மற்றும் படிவங்களை www.shriramepc.com என்ற இணையதளத்திலிருந்தும் பதிவிறக்கம் செய்யலாம். நகல் தபால் வாக்குப் படிவம் கேளும் உறுப்பினரோ அல்லது தபால் வாக்கு அறிவிப்பினை மின்னஞ்சலில் பெற்றும், நேரடியாக தபால் வாக்குப் படிவத்தில் வாக்களிக்க விரும்பும் உறுப்பினரோ, தபால் வாக்குப் படிவத்தைப் பெற www.evoting@cdslindia.com என்ற முகவரிக்கு மின்னஞ்சல் அனுப்பலாம்.
- எமெட் மின்னஞ் வாக்கெடுப்பு அல்லது தபால் வாக்கு முறை தொடர்பாக வினாக்கள் அல்லது குறைபாடுகள் ஏதேனாகியும், அதனை, திரு. கே.சுரேஷ், வைஸ் ப்ரெசிடினென்ட் & கம்பெனி செகரட்டரி அவர்களுக்கு, சிகப்பி ஆச்சி கட்டிடம், 4வது தளம், 18/3-ருக்மிணி லக்ஷ்மிபதி சாலை, எழும்பூர், சென்னை 600 008 என்ற முகவரியிலுள்ள பதிவு அலுவலகத்திற்கு அல்லது suresh@shriramepc.com என்ற மின்னஞ்சல் முகவரிக்கு எழுதலாம்.

இயக்குநர்கள் குழு சார்பாக

ஸ்ரீராம் இபிசி லிமிடெட்

இடம் : சென்னை
தேதி : 06.09.2017

கே.சுரேஷ்
வைஸ் ப்ரெசிடினென்ட் & கம்பெனி செகரட்டரி

Shriram EPC Limited

Regd. office: 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008.

Ph.: 044-49015678 Fax: 044-49015655 Email: suresh@shrimepc.com website:www.shrimepc.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. 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%

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For Shriram EPC Limited

K. SURESH

Vice President & Company Secretary

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

T Shivaraman

Managing Director & CEO

Place: Chennai

Date: August 24, 2017

Registered Office:

Sigappi Achi Building, 4th Floor

18/3 Rukmini Lakshmipathi 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.

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For Shriram EPC Limited

K.SURESH

Vice President & Company Secretary

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 IndusInd bank and IDBI bank 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.

Place: Chennai

Date: August 24, 2017

Registered Office:

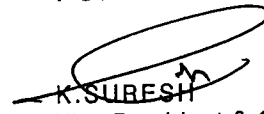
Sigappi Achi Building, 4th Floor
18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008

For Shriram EPC Limited

T Shivaraman
Managing Director & CEO

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For Shriram EPC Limited



K. SURESH
Vice President & Company Secretary