

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

24th June 2015

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

Dear Sirs,

Sub: Compliance of the Listing Agreement- Proposed Board meeting on 26th June 2015

We would like to inform you that this is further to our letter of 10th April 2015 intimating the outcome of the Board Meeting held on that date in which the following items were discussed and approved:-

1. Conversion of the Funded Interest Term Loan (FITL) to the maximum of Rs. 313 Crores of the CDR Lenders into equity shares of the Company. **CDR Lenders** refers to the lenders of the Company whose loans are restructured under the Corporate Debt Restructuring (CDR) package.
2. Issue of equity shares in lieu of the Sacrifice amount to the maximum of Rs.185 Crores to the CDR lenders.
3. Issue of equity shares of the Company on preferential basis to the promoters, Shriram Industrial Holdings Ltd (SIHL) to the extent of Rs.389 Crores and use of proceeds from such issuance towards redemption of cumulative redeemable preference shares and the repayment of the unsecured loan.
4. Other related amendments to the memorandum of association and articles of association of the Company.

Subsequently, we have obtained the consent of the Shareholders on 06th June 2015 for the above resolutions (through despatch of Postal Ballot Notice dated 05th May 2015) and the copies of Postal Ballot Notices, Scrutinizers Report giving the results etc., have already been duly intimated / submitted to both the Stock Exchanges.

For Shriram EPC Limited

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K. SURESH
Vice President & Company Secretary

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

CIN: L74210TN2000PLC045167



We have applied to the exchanges for the In-principle Prior approval and have received the approvals as detailed below:-

Particulars	NSE APPROVAL DETAILS	BSE APPROVAL DETAILS
Allotment of equity shares to the CDR lenders in lieu of the FITL	Ref: NSE/LIST/29438 June 10, 2015	Ref: DCS/PREF/LP/PRE /173/ 2015-16 DT.22-06-2015
Allotment of equity shares to the CDR lenders in lieu of the sacrifice	Ref: NSE/LIST/30774 June 22, 2015	Ref: DCS/PREF/LP/PRE /177/ 2015-16 DT.23-06-2015
Issue of equity shares of the Company on preferential basis to the promoters, Shriram Industrial Holdings Ltd (SIHL) to the extent of Rs.389 Crores and use of proceeds from such issuance towards redemption of cumulative redeemable preference shares and the repayment of the unsecured loan.	Ref: NSE/LIST/29787 June 12, 2015	Ref: DCS/PREF/LP/PRE /178/ 2015-16 DT.23-06-2015

Accordingly we wish to inform you that the Company is scheduling a Board meeting on 26th June 2015 to consider & approve the following allotments on Preferential Basis:

Allotment of equity shares to the CDR lenders in lieu of the FITL
Allotment of equity shares to the CDR lenders in lieu of the sacrifice
Allotment of equity shares to the Promoter - SIHL

We shall keep you posted on the outcome immediately after the Board Meeting on 26th June 2015.

Kindly take the same on record and confirm.

Thanking you,

Yours faithfully
For **Shriram EPC Limited**


K. SURESH
Company Secretary