

30th July 2012

The Bombay Stock Exchange Ltd.,
Corporate Relations Department
14th Floor, P.J. Towers
Dalal Street
MUMBAI-400 001

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

Dear Sir/Madam,

Sub: Submission of Copies of notice of Postal Ballot as required under the Listing Agreement.

As required under the Listing Agreement we are enclosing herewith three copies each of the publication in English News Paper Daily "THE HINDU **Business Line**" and Vernacular News Paper 'Makkal Kural' dated 25.07.2012 regarding completion of Despatch of Postal Ballot Notices.

We are also attaching herewith Copies of Notice of Postal Ballot dt. 30.05.2012 pursuant to Section 192A of the Companies Act, 1956.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Shriram EPC Limited.,



K. SURESH
Company Secretary

Encl : as above

Shriram EPC Limited

1B, Sigappi Achi Building, No. 18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai - 600 008. India
Ph: +91 44 49005555 Fax: +91 44 49005599

Regd. Office : 4th Floor, Sigappi Achi Building, No.18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai - 600 008. India
Ph: +91 44 49015678 Fax: +91 44 49015655
website: www.shriramepc.com



An ISO 9001 (2008) Company

Shriram EPC Limited

Regd. Office: Sigappi Achi Building, 4th Floor,
Door No.18/3, Rukmini Lakshmipathi Road, Egmore, Chennai 600 008

NOTICE**Despatch of Postal Ballot Forms**

NOTICE is hereby given to Members that despatch of Postal Ballot Forms has been completed on **24.07.2012** with regard to the Special Resolution under Section 372A of the Companies Act, 1956. Any member(s) who has/have not received the postal ballot forms may apply to the Company and obtain a duplicate thereof.

The shareholders can commence voting through postal ballot from **25.07.2012** and the completed ballot papers duly signed may be returned to the Scrutiniser in the Postage Pre-paid Envelope **before 25.08.2012**. Any Postal Ballot received after 25.08.2012 will not be valid.

Place: Chennai
Date: 25/07/2012

By Order of the Board
T. Shivaraman
Managing Director & CEO

CHENNAI

THE HINDU • BUSINESS LINE
WEDNESDAY, JULY 25, 2012

Shriram EPC Limited

Regd. Office: Sigappi Achi Building, 4th Floor,
Door No.18/3, Rukmini Lakshmipathi Road, Egmore, Chennai 600 008

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Place: Chennai
Date: 25/07/2012

By Order of the Board
T. Shivaraman
Managing Director & CEO

POSTAL BALLOT NOTICE

(Pursuant to Section 192A(2) of the Companies Act, 1956)

The Members of
Shriram EPC Limited

Notice is hereby given for obtaining the consent of Members through Postal Ballot for authorizing the Board of Directors of the Company under Section 372A read with Section 292 of the Companies Act, 1956 in accordance with Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and to pass with or without modification the Special Resolution.

Members may please note that the voting of the resolution 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.

The Postal Ballot Form is annexed to this notice for the purpose of exercising the votes in respect of the said resolution.

The proposed resolution and the explanatory statement are appended below for consideration by the members of the Company.

Resolution under Section 372A of the Companies Act, 1956 for making investment, providing loan or guarantee or security to the extent of Rs.400 crores in tranches in Corporates, Associate/Group Companies from time to time

To consider and, if thought fit, to pass with or without modification, if any, the following as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions to Sections 192A and 372A of the Companies Act, 1956 (**Act**) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 (including any ordinance, statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions, and permissions of appropriate authorities, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company, to invest / acquire from time to time by way of subscription, purchase, conversion or otherwise equity shares, preference shares, debentures (whether convertible or non convertible) or any other financial instruments, provide securities, provide loans, guarantees from time to time on behalf of the below mentioned Companies or its Subsidiaries, for the amount exceeding the limits specified in Section 372A of the Companies Act, 1956 as per details mentioned herein:

Sl. no.	Name of the Company	Maximum Limit (Rs. In Crores)
1	Shriram SEPL Composites Pvt. Ltd.	25
2	Haldia Coke and Chemicals Pvt. Ltd.	50
3	Leitwind Shriram Manufacturing Ltd.	25
4	Orient Green Power Company Ltd.	250
5	Sree Jayajothi Cements Ltd.	50

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or its Committee of Directors be and are hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to this and further to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the members of the Company, including finalizing and executing, agreements, deeds, and such other documents and writings as may be necessary or expedient in its own discretion and in the best interest of the Company and as may be required to give effect to the above Special Resolution.

By Order of the Board

Place: Chennai

Date: May 30th, 2012

Registered Office: Sigappi Achi Building,
4th Floor, 18/3, Rukmini Lakshmipathi Road,
Egmore, Chennai-600008.

K.SURESH

Company Secretary

NOTES:-

1. An Explanatory Statement pursuant to Section 173(2) 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 the Resolution by Postal Ballot) Rules, 2011, the item of business set out in the Notice above is sought to be passed through Postal Ballot.
3. The Board of Directors 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 law and in a fair and transparent manner.
4. Members 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 (05.30 P.M.) on or before Saturday, the 25th August 2012. Consent or otherwise received after 30 days of issuance of this notice shall be treated as if the reply from the shareholders has not been received.

5. Members 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.
6. The Scrutinizer will submit the report to Mr. T Shivaraman, Managing Director and CEO or Mr. K Suresh, Company Secretary of the Company after completion of scrutiny of the Postal Ballot Forms.
7. The results of the Postal Ballot will be announced by Mr. T Shivaraman, Managing Director & CEO or Mr. K Suresh, Company Secretary of the Company, at No. D-17, SIPCOT Industrial Complex, Gummidipoondi – 601 201 on Tuesday, the 28th August 2012 at 11.00 A M and the results of the Postal Ballot will be displayed at the Registered Office and posted on the Company's website www.shriramepc.com besides communication to the Stock Exchanges where the Company's shares are listed.
8. The Special Resolution mentioned above shall be declared as passed if the number of votes in its favour are not less than three times the number of votes cast, if any, against the said Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Material Facts relating to the proposed investment, providing loan or guarantee or security to the extent of Rs.400 crores in tranches in Corporates, Associate/Group Companies from time to time

The Company has promoted a number of subsidiary and associate companies in order to focus on specific areas of business. These are areas where the Company believes there is significant future potential for growth. Some of these subsidiaries and associates have been created in partnership with other investors.

A number of these subsidiary and associate companies are in the initial or growth phase of their business activity. Some of them require intermittent support in terms of additional investments, loans or guarantees in order to allow them to expand their business activities.

These loans, advances or guarantees are provided to the subsidiary and associate companies based on the need and the terms that are not prejudicial to the Company. These loans and guarantees are provided subject to the approval of the Board of Directors of the Company or the Investment Committee of the Board.

Under Section 372A of the Companies Act, 1956 the Company is entitled to invest, acquire by way of subscription, purchase or otherwise in Equity Shares and also issue guarantee and /or provide Security to the extent not exceeding 60% of the paid up capital and free reserves of the Company or 100% of the free reserves whichever is higher. Since the proposed Loans / Advances or Investments exceed the above said limit prior approval of the members is being sought. The Company proposes to obtain the approval of the

members through 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, 2011.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors of the Company are interested or concerned in the above Special Resolution.

By Order of the Board

Place : Chennai

Date : May 30, 2012

K. SURESH

Company Secretary

Encl.: a) Draft Resolution with Explanatory Statement.

b) Postal Ballot Form and Self-addressed Postage Pre-paid Envelope.