



Date: 18.11.2014

To,  
Shriram EPC Ltd  
18/3, 4th Floor, Sigappi Achi Building,  
Rukmini Lakshmipathi Salai (Marshalls Road)  
Egmore  
Chennai 600008

BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E) Mumbai 400 051

Dear Sir,

**Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, We send herewith the disclosure showing the details of our acquisition of shareholding in Shriram EPC Limited.

Kindly acknowledge receipt

Thanking you,

Yours faithfully

For SHRIRAM INDUSTRIAL HOLDINGS LTD,

AUTHORIZED SIGNATORY

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)	Shriram EPC Limited ( <b>Company</b> )		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p><u>Acquirer:</u> Shriram Industrial Holdings Limited</p> <p><u>Persons acting in concert with the acquirer:</u></p> <p><i>Note: This acquisition is solely being made by the acquirer and there are no persons acting in concert with the acquirer for this acquisition.</i></p>		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC(**)
<u>Before the acquisition/disposal under consideration, holding of:</u>			
a) Shares carrying voting rights	1,83,34,526	41.33%	41.33%
b) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c)	1,83,34,526	41.33%	41.33%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/sold	1,00,00,000	22.54%	22.54%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument			

that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
Total (a+b+c)	1,00,00,000	22.54%	22.54%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	2,83,34,526 (#)	62.47%	62.47%
b) VRs otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	Nil	Nil	Nil
Total (a+b+c)	2,83,34,526	62.47%	62.47%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Preferential allotment.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	15.11.2014		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs 44,35,81,840 divided into 4,43,58,184 equity shares of face value of Rs. 10 each. (#)		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs 45,35,81,840 divided into 4,53,58,184 equity shares of face value of Rs. 10 each. (#)		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs 45,35,81,840 divided into 4,53,58,184 equity shares of face value of Rs. 10 each. (#)		

(#) **Company Note:** Since the format of this disclosure states that the total share capital/ voting capital is to be taken as per the latest filings done by the Company to the stock exchange under Clause 35 of the listing Agreement, the Company has provided details in points 5, 8, 9 and 10 of this disclosure as per the details disclosed by the Company with the stock exchanges as on 30 September 2014 in accordance with Clause 35 of the Listing Agreement. As a result, it appears from this disclosure that Shriram Industrial Holdings Limited has acquired 62.47% equity shares in the Company pursuant to this allotment of 1,00,00,000 equity shares to Shriram Industrial Holdings Limited by the Company for an aggregate consideration of Rs. 50,00,00,000. However, please note



that on 14.11.2014, i.e, before the closure of this preferential allotment and after the disclosure of shareholding by the Company with the stock exchanges in accordance with Clause 35 of the Listing Agreement, the Company has successfully completed the issue and allotment of 3,20,00,000 equity shares (24.59%) of the Company to Shriram Industrial Holdings Limited for an aggregate consideration of Rs. 1,60,00,00,000 pursuant to the scheme of the corporate debt restructuring (CDR) package by and between the Company and its CDR lenders, which is exempted from open offer obligations under Regulation 10(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**SEBI Takeover Regulations**). The disclosures with reference to this preferential allotment have also been made in accordance with the SEBI Takeover Regulations. If the 3,20,00,000 equity shares for an aggregate consideration of Rs. 1,60,00,00,000 are to be included for the purposes of all calculations, then the present acquisition actually amounts to 3.95% of the total share capital of the Company. Thus, this preferential allotment only amounts to 3.95% of the total share capital of the Company and this disclosure is showing 22.54% since this disclosure is being made in accordance with the latest filings done by the Company to the stock exchange as on 30 September 2014 under Clause 35 of the listing Agreement.

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



[Signature of the authorised signatory of SIHL]

Place: Chennai

Date: 18.11.2014